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05/17/97 05:14 HERITAGE RURAL HOUSING, INC. 0.948 P002/005

4/17/97
10:56 AM

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: HERITAGE RURAL HOUSING, INC.
074723003716

ACCT#:

CONTACT: KATHLEEN O'GRADY
PHONE: (407)799-4090
(407)799-0233

FAX #:

NAME: HERITAGE CAPITAL *Corporation of Record*

AUDIT NUMBER.....H97000006264

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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cc: Alice



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1997

HERITAGE RURAL HOUSING, INC.

Corporation of BREVARD
SUBJECT: HERITAGE CAPITAL ~~INC.~~
REF: W97000008967

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions about the availability of a particular name, please call (904) 488-9000.

THE CONFLICT IS WITH HERITAGE CAPITAL, INC. FILED ON 4/17/95

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If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

FAX Aud. #: H97000006264
Letter Number: 797A00019544

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**ARTICLES OF INCORPORATION
OF
HERITAGE CAPITAL CORPORATION OF BREVARD**

ARTICLE I - NAME

The name of the corporation is: **HERITAGE CAPITAL CORPORATION OF BREVARD**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 750 shares of One Dollar (\$1.00) par value stock, which shares shall be designated "Common Shares."

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 450 Challenger Road, Cape Canaveral, Florida, 32920, and the name of the initial registered agent of this corporation at that address is: GREGORY A. POPP.

THIS INSTRUMENT PREPARED BY:
GREGORY A. POPP, Esq.
450 CHALLENGER ROAD
CAPE CANAVERAL, FL 32920
FL BAR NO. 0220531

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ARTICLE VIII - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is: 450 Challenger Road, Cape Canaveral, Florida, 32920, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

MICHAEL F. MCPHILLIPS
450 Challenger Road
Cape Canaveral, FL 32920

JACQUELINE MCPHILLIPS
450 Challenger Road
Cape Canaveral, FL 32920

MICHAEL A. HARTMAN
450 Challenger Road
Cape Canaveral, FL 32920

ARTICLE X - INCORPORATORS

The names and addresses of the person executing these Articles of Incorporation are:

MICHAEL A. HARTMAN
450 Challenger Road
Cape Canaveral, FL 32920

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmation vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XVI - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite the name:

Michael F. McPhillips	375 Shares
Jacqueline McPhillips	250 Shares
Michael A. Hartman	125 Shares

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation or the corporation.

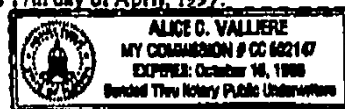
In Witness Whereof, the undersigned subscribers have executed these Articles of Incorporation this 17th day of April, 1997.

Michael A. Hartman
Michael A. Hartman - Incorporator

**STATE OF FLORIDA
COUNTY OF BREVARD**

BEFORE ME, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared: MICHAEL A. HARTMAN, who, after being duly sworn on oath and who is personally known, acknowledged before me that he is the person named in and who executed the foregoing Articles of Incorporation as the Incorporators for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 17th day of April, 1997.



Alice C. Valliere
Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

GREGORY A. POPP, hereby certifies that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation. By executing this document he reaffirms that he agrees to serve as Registered Agent.

Gregory A. Popp Esq.

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