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PLEASE REPLY TO  
VERO BEACH

UPS NEXT DAY AIR BILL  
#N 115 919 886 5

May 13, 1997

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

900002177979--9  
-05/14/97--01039--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

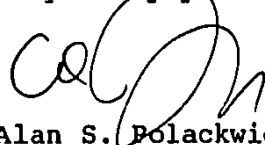
RE: **Celebrity Homes, Inc.**  
Our File No: **2414.5153**

Dear Sirs/Ladies:

Enclosed is the original of the Articles of Incorporation for the referenced corporation. Please file this document and return your acknowledgment of the filing to the undersigned as promptly as possible. This firm's check in the amount of \$70 is enclosed to cover this request.

Thank you for your prompt attention to this matter.

Very truly yours,



Alan S. Polackwich, Sr.

ASP:LAC  
Encs.  
16517

MAY 19 11:13 BSB

FILED  
97 MAY 14 AM 8:37  
TALLAHASSEE, FLORIDA  
STATE

ARTICLES OF INCORPORATION  
FOR  
CELEBRITY HOMES, INC.

FILED  
97 MAY 14 AM 8:37  
TALLAHASSEE, FLORIDA

The undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I  
Name

The name of this corporation is CELEBRITY HOMES, INC., herein-after referred to as the Corporation.

ARTICLE II  
Purposes

This Corporation is organized for the following purposes:

A. To market and build residential homes for sale, and all other services incidental thereto.

B. To exercise any and all powers enumerated in Florida Statutes, Chapter 607, and any or all other lawful business.

C. To do all and everything necessary and proper for the accomplishment of any and all of the purposes or the attaining of any of the objects, purposes or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with

other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or attainment of the objects or the furtherance of such purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects as set forth in this Certificate of Incorporation or any amendment thereof.

### **ARTICLE III** **Capital Stock**

The capital stock of this Corporation shall consist of one thousand (1000) shares at One and no/100 Dollar (\$1.00) per share par value common stock. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Directors, or in such other manner authorized by law or as set forth in the bylaws.

Any and all such shares shall not be liable for any further call or assessment or any other payment thereon.

### **ARTICLE IV** **Restrictions on Sales and Transfers of Stock**

The shares of stock to be issued by the Corporation shall be subject to restrictions upon sales and transfers as set forth in a separate Shareholders' Agreement. Each stock certificate shall contain the following language in bold face type: **"THE SHARES OF STOCK REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO THE TERMS AND CONDITIONS OF A SHAREHOLDERS' AGREEMENT DATED AS OF MAY 12, 1997. SUCH AGREEMENT CONTAINS IMPORTANT RESTRICTIONS UPON THE ABILITY TO**

TRANSFER SUCH STOCK, AND OTHER IMPORTANT PROVISIONS RELATING TO THE OWNERSHIP, RIGHTS AND LIABILITIES PERTAINING TO SUCH STOCK."

**ARTICLE V**  
**Corporate Existence**

The Corporation shall have perpetual existence.

**ARTICLE VI**  
**Registered Office and Registered Agent**

The principal office and mailing address of the Corporation shall be 4855 - 47th Court, Vero Beach, Florida 32967. The registered agent shall be Alan S. Polackwich, Sr., Esq., c/o Clem, Polackwich, Vocelle & Taylor, 2770 Indian River Boulevard, Suite 501, Univest Building, Vero Beach, Florida 32960.

**ARTICLE VII**  
**Number of Directors**

The affairs of the Corporation shall be conducted by the Board of Directors. The Board of Directors shall consist of two (2) directors, who shall serve until such time as may be established in the corporate Bylaws for the first annual meeting or until resignation, whichever shall occur first. The name and address of the initial directors of this Corporation are:

Arturo L. Garcia	640 - 16th Street Vero Beach, FL 32967
Ronald W. Bell	910 Windsong Way Vero Beach, FL 32963

**ARTICLE VIII**  
**Incorporators**

The name and address of the person signing these Articles is:

Alan S. Polackwich, Sr., Esq.  
c/o Clem, Polackwich, Vocelle  
& Taylor  
2770 Indian River Boulevard  
Suite 501, Univest Building  
Vero Beach, FL 32960

**ARTICLE IX**  
**Sub Chapter-S Status**

The Corporation may elect to be treated as a Sub Chapter-S corporation, upon the affirmative vote of a majority of the shareholders.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at the City of Vero Beach, Indian River County, Florida, for the uses and purposes herein expressed this 13<sup>th</sup> day of May, 1997.



ALAN S. POLACKWICH, SR.

**ACCEPTANCE OF REGISTERED AGENT**

I, Alan S. Polackwich, Sr., Esq., of Clem, Polackwich, Vocelle & Taylor, 2770 Indian River Boulevard, Suite 501, Univest Building, Vero Beach, FL 32960, hereby accept the appointment as registered agent for Celebrity Homes, Inc. I am familiar with and accept the obligations of the position of registered agent, as defined in Chapter 607, Florida Statutes, and other applicable laws.

May 13, 1997  
Date

  
Registered Agent