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FLORIDA DIVISION OF CORPORATIONS

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FAX #:

FROM: HERITAGE RURAL HOUSING, INC.
074723003716

ACCT#:

CONTACT: ALICE C VALLIERE

PHONE: (407) 799-4090

FAX #:

(407) 799-0233

NAME: GLENBROOK, INC.

AUDIT NUMBER.....H97000009424

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

CERT. OF STATUS..1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 11, 1997

HERITAGE RURAL HOUSING, INC.

PROJECT: BROWN GYMNASIUM, INC.
NO. 197000003480

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

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with the electronic filing cover sheet.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 187-6931.

Steph McInight
Deputy Secretary

FAX Aud. #: H97000009424
Letter Number: 197A00031362

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**ARTICLES OF INCORPORATION
OF
ESKO GLENBROOK, INC.**

ARTICLE I - NAME

The name of the corporation is: **ESKO GLENBROOK, INC.**

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.

THIS INSTRUMENT PREPARED BY:
GREGORY A. POPP, ESQ.
430 CHALLENGER ROAD
CAPE CANAVERAL, FL 32920
(407) 799-4090
FL BAR NO. 0220331

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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 305 Royal Poinciana Plaza, Palm Beach, Florida, 33480, and the name of the initial registered agent of this corporation at that address is: JAMES JENKINS.

ARTICLE VIII - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is: 305 Royal Poinciana Plaza, Palm Beach, Florida, 33480, 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 one Director 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 Director of this corporation is:

JAMES JENKINS
305 Royal Poinciana Plaza
Palm Beach, Florida 33480

ARTICLE X - INCORPORATORS

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

JAMES JENKINS
305 Royal Poinciana Plaza
Palm Beach, Florida 33480

ARTICLE XI - BYLAWS

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

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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.

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 in the amount set forth opposite the name:

ESKO PROPERTIES, INC.
305 Royal Poinciana Plaza
Palm Beach, Florida 33480

750 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.

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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 9th day of June, 1997.

ESKO PROPERTIES, INC.


James Jenkins, Incorporator

ACCEPTANCE OF REGISTERED AGENT

JAMES JENKINS, hereby certifies that she 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.


James Jenkins

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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