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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: HERITAGE RURAL HOUSING, INC.
074723003716

ACCT#:

CONTACT: ALICE C VALLIERE
PHONE: (407) 799-4090
(407) 799-0233

FAX #:

NAME: HERITAGE ASHFORD, INC.

AUDIT NUMBER.....H97000009580

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

CERT. OF STATUS..1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

June 12, 1997

HERITAGE RURAL HOUSING, INC.

SUBJECT: HERITAGE ASHFORD, INC.
REF: W97000013754

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

MICHAEL MCPHILLIPS IS LISTED AS INCORPORATOR IN ARTICLE X, BUT MICHAEL HARTMAN SIGNED AS INCORPORATOR. THE NAME AND THE SIGNATURE MUST MATCH.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H97000009580
Letter Number: 997A00031547

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**ARTICLES OF INCORPORATION
OF
HERITAGE ASHFORD, INC.**

ARTICLE I - NAME

The name of the corporation is: **HERITAGE ASHFORD, 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.
450 CHALLENGER ROAD
CAPE CANAVERAL, FL 32920
(407) 799-4090
FL BAR NO. 0220531

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TALLAHASSEE, FLORIDA

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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: MICHAEL HARTMAN.

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 two 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 two (2). The name and address of the initial Director of this corporation is:

MICHAEL McPHILLIPS
450 Challenger Road
Cape Canaveral, FL 32920

JACQUELINE McPHILLIPS
450 Challenger Road
Cape Canaveral, FL 32920

ARTICLE X - INCORPORATORS

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

MICHAEL HARTMAN
450 Challenger Road
Cape Canaveral, Florida 32920

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:

MICHAEL McPHILLIPS

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 10th day of June, 1997.


Michael Hartman, Incorporator

ACCEPTANCE OF REGISTERED AGENT

MICHAEL HARTMAN, 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.


Michael Hartman

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