

J. KELLY KENNEDY
ATTORNEY AT LAW
198 FIRST STREET, SOUTH
WINTER HAVEN, FLORIDA 33880

TEL: (941) 294-1114
FAX: (941) 294-8937

J. KELLY KENNEDY
CYNTHIA CROFOOT RIGNANESE

MAILING ADDRESS:
POST OFFICE BOX 7604
WINTER HAVEN, FLORIDA 33883-7604

June 9, 1997

P9700052847

Honorable Sandra B. Mortham
Secretary of State
The Capitol
Tallahassee, Florida 32304

400002211944--6
-06/13/97--01104--001
***122.50 ***122.50

RE: HOMES & ACRES, INC.

Dear Mrs. Mortham:

Enclosed herewith for filing are Articles of Incorporation for the above-captioned corporation. A copy of the Articles of Incorporation is also enclosed to be certified and returned to the undersigned. I also enclose a stamped, self-addressed envelope for your convenience in returning the Articles of Incorporation.

Our firm's check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee.....	\$ 35.00
Certified Copy.....	52.50
Registered Agent Form.....	<u>35.00</u>
Total	\$122.50

Thank you for your cooperation in this matter.

Sincerely yours,

C. Rignane
CYNTHIA CROFOOT RIGNANESE, ESQUIRE

CCR/rh

Enclosures

97 JUN 13 PM 10:41
SECRETARY OF STATE
DIVISION OF CORPORATIONS

D. BROWN JUN 16 1997

**ARTICLES OF INCORPORATION
OF
HOMES & ACRES, INC.
(a corporation for profit)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 AM 10:41

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is **HOMES & ACRES, INC.**

**ARTICLE II
DURATION**

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE III
PURPOSES AND POWERS**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "common shares". Said stock shall be issued as "small business corporation" stock in accordance with the plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

**ARTICLE V
PRINCIPAL OFFICE**

The address of the principal office is 203 East State Road 60, Lake Wales, Florida 33853, and the mailing address of the corporation shall initially be 203 East State Road 60, Lake Wales, Florida 33853.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 203 East State Road 60, Lake Wales, Florida 33853, and the name of its initial registered agent at that office is SHIRLEY OLIVER TYLER.

ARTICLE VII
MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

ARTICLE VIII
OFFICERS

The officers of the corporation shall consist of a president, a vice-president, a secretary and a treasurer, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX
INITIAL OFFICERS

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President/Secretary/
Treasurer

SHIRLEY OLIVER TYLER
203 East State Road 60
Lake Wales, Florida 33853

Vice-President

COLE O. TYLER
203 East State Road 60
Lake Wales, Florida 33853.

ARTICLE X
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be two. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board

of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

SHIRLEY OLIVER TYLER
203 East State Road 60
Lake Wales, Florida 33853

COLE O. TYLER
203 East State Road 60
Lake Wales, Florida 33853.

ARTICLE XI
NAME AND ADDRESSES OF INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

SHIRLEY OLIVER TYLER
203 East State Road 60
Lake Wales, Florida 33853.

ARTICLE XII
BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

ARTICLE XIII
MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

ARTICLE XIV
QUORUM AT SHAREHOLDERS' MEETING

A majority of the shares entitled to vote, represented in

person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

**ARTICLE XV
AMENDMENT OF ARTICLES**

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 27th day of December, 1995.


Signed, sealed and delivered
in the presence of:



Witness
Printed Name: Cynthia Crofoot Rignaneses incorporator



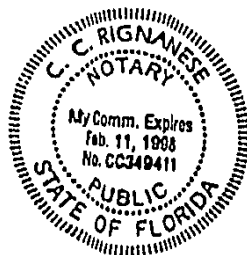
SHIRLEY OLIVER TYLER,
Printed Name: Cynthia Crofoot Rignaneses incorporator




Witness
Printed Name: Roxie D. Henderson

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 27th day of December, 1995, by SHIRLEY OLIVER TYLER, who personally appeared before me, is personally known to me.





Printed Name:
Notary Public/affix notarial seal
My Commission Expires: 2-11-98
My Commission Number: CC 349411

HOMES & ACRES, INC.
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent, and state that I am familiar with, and accept, the obligations provided for registered agents in the Florida Business Corporation Act.

Dated: December 27th, 1995.


SHIRLEY OLIVER TYLER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 AM 10:41