

MICHAEL D. TIDWELL

ATTORNEY AT LAW
200 East Government Street
Suite 240-B
Pensacola, FL 32501

Telephone 904-434-3223

Facsimile 904-434-3822

PA 70000 70572
August 12, 1997
VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

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+05/13/97--01059--001
*****70.00 *****70.00

Re: Hughes, Rauton and Company

Dear Sir:

EXPECTIVE DATE
8-11-97

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file the original and return the copy to me stamped with the filing date. Also enclosed is check in the amount of \$70 is for the filing fee.

Please contact me if additional information is required.

Sincerely,

Noreen O. Theriot

Noreen O. Theriot,
Legal Assistant to
Michael D. Tidwell, Esq.

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FILED

Enclosures

932-9327

Noreen GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DSC. EXAM

effective date 8-11-97
8-14-97

D. Callaway

8/14/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1997

MICHAEL D. TIDWELL, ESQUIRE
200 EAST GOVERNMENT STREET
SUITE 240-B
PENSACOLA, FL 32501

SUBJECT: HUGHES, RAUTON AND COMPANY
Ref. Number: W97000018785

We have received your document for HUGHES, RAUTON AND COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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 (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 297A00041255

MICHAEL D. TIDWELL

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200 East Government Street
Suite 240-B
Pensacola, FL 32501

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August 13, 1997

VIA FEDERAL EXPRESS

Attn: Dana Calloway
Florida Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

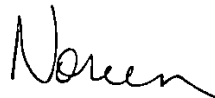
Re: The Hughes - Rauton Company

Dear Dana:

Per our telephone conversation regarding Hughes, Rauton and Company, I have enclosed the original and one copy of the Articles of Incorporation for the above corporation. Hopefully the change of name will meet the filing requirements. Please file the original and return the copy to me stamped with the filing date. As we discussed, you retained our check in the amount of \$70 for the filing fee.

Please contact me if additional information is required. Thank you for your assistance.

Sincerely,



Noreen O. Theriot,
Legal Assistant to
Michael D. Tidwell, Esq.

Enclosures

**ARTICLES OF INCORPORATION
OF
THE HUGHES - RAUTON COMPANY**

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**ARTICLE 1.
NAME**

The name of the corporation shall be The Hughes - Rauton Company.

EXPIRATION DATE
8-11-97

**ARTICLE 2.
DURATION**

The duration of the corporation shall be perpetual and its existence shall commence on August 11, 1997.

**ARTICLE 3.
PURPOSE**

The corporation is organized for the purpose of constructing and selling residential and commercial dwellings and transacting all other lawful business.

**ARTICLE 4.
CAPITAL STOCK**

The corporation is authorized to issue One Thousand Five Hundred (1,500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE 5.
PRINCIPAL OFFICE AND MAILING ADDRESS
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The principal place of business and the mailing address of the corporation is 200 E. Government Street, Suite 240-B, Pensacola, Florida 32501. The street address of the initial registered office of the corporation is 200 E. Government Street, Suite 240-B, Pensacola, Florida 32501, and the initial registered agent at such address is Michael D. Tidwell.

ARTICLE 6.
INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

ARTICLE 7.
INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

Michael D. Tidwell

200 E. Government Street
Suite 240-B
Pensacola, Florida 32501

ARTICLE 8.
STOCK RESTRICTIONS

No transfer of any shares of stock of the corporation (other than by gift, by will, or by the laws of descent and distribution) shall be made on the books of the corporation, and no unregistered transfer of any legal or equitable interest in any such shares shall be made or be effective unless all the provisions of this Article shall have been complied with. First the shares shall be offered in writing to the corporation and its stockholders for sale to them at a price fixed in such offer. The offer shall be delivered or mailed to the corporation. The corporation may, within ten days after the receipt of such written offer, purchase all or any part of such shares by mailing or delivering a written acceptance to that effect to the person making such offer. If the corporation shall accept such offer in whole or in part, it shall specify a settlement date not more than five days after the date of such acceptance for the delivery to it, against payment, of the certificates representing the shares so purchased. Such certificates shall be delivered duly endorsed for transfer with signature guarantee and with all required tax stamps affixed or with funds for payment of such taxes. If the corporation shall not purchase all such shares, the corporation shall on behalf of the registered owner promptly notify its stockholders in writing by mail or personal delivery that the balance of such shares is available for purchase by stockholders at the price specified in the offer. Each stockholder may elect to purchase all or any part of such shares by written acceptance to that effect received by the corporation within fifteen days after the date of mailing or delivery of such notification. If stockholders shall elect to purchase in the aggregate more shares than are available, the available shares shall be divided among the accepting stockholders in proportion to their registered ownership of shares of the corporation, rounding out fractions of shares, if any in favor of the smaller stockholders, and without allocating to any stockholder shares that he does not desire to purchase. Such apportionment shall be made by the president of the corporation and he shall fix the earliest practicable settlement date for the

completion of the purchase of such shares and shall notify all interested persons of the apportionment and the settlement date by such means as he shall deem sufficient. Promptly after such settlement, or if no stockholders elect to purchase such shares, then promptly after the expiration of the time for such election, the president shall determine whether all the provisions of this Article have been complied with, and if they have, he shall declare the unpurchased shares free shares and shall notify the registered owner of such determination. For a period of three months beginning on the first full business day following the date of such notification, the shares so declared to be free may be sold by the owner thereof to any person, whether or not a stockholder, at a price not less than the price at which the shares were offered to the corporation and its stockholders. After such three month period, such shares shall again become subject to the restrictions imposed by this Article. The president's decision regarding the apportionment among the stockholders, the settlement, and all matters relating to the interpretation of this Article shall be final. In the absence of the president, such decisions shall be made by a vice president. The stockholders have specified that this Article shall not be amended by the board of directors

Every certificate representing shares that are restricted as to the sale, disposition or other transfer of the shares shall state that the shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall state that the corporation will furnish to any shareholder upon request and without charge a full statement of the restrictions.

ARTICLE 9. BYLAWS

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

ARTICLE 10. AMENDMENT

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

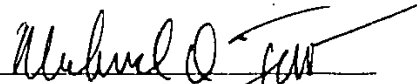
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of August, 1997.


MICHAEL D. TIDWELL

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept the service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 12th day of August, 1997.


MICHAEL D. TIDWELL

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SEC. OF STATE
TALLAHASSEE, FLORIDA