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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/13/97--01048--003
****122.50 ****122.50

SUBJECT: BAYWEST HOMES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MARK C. NAUMANN
Name (Printed or typed)

17499 MCGREGOR BLVD.
Address

FORT MYERS, FL 33908
City, State & Zip

(941) 454-1333
Daytime Telephone number

FILED
97 OCT 13 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ML 10/13/97

ARTICLES OF INCORPORATION

OF

Baywest Homes, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby associate themselves together for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida and hereby set forth and declare:

C H A R T E R

ARTICLE I - NAME

The name of the corporation shall be:

Baywest Homes, Inc.

The Principal office of this corporation shall be located at 17499 McGregor Boulevard, Fort Myers, Florida 33908, and the mailing address shall be the same.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States, the State of Florida or any other county, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

ARTICLE V - REGISTERED ADDRESS AND AGENT

The street address of the initial registered office of the corporation shall be 17499 McGregor Boulevard, Fort Myers, Florida 33908, and the name of the initial registered agent of the corporation at that address is:

MARK C. NAUMANN

The corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

ARTICLE VI - PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII - SPECIAL PROVISIONS

It is the intent of the Incorporator that the corporation be eligible to be treated as a qualified Sub-Chapter-S subsidiary.

ARTICLE VIII - DIRECTORS

This corporation shall have a board of two (2) directors initially and may be increased or decreased from time to time by the shareholders. The corporation shall always have at least one (1) director. 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, subject to any limitation set forth in the Bylaws or these Articles of Incorporation.

ARTICLE IX - OFFICERS

The officers by whom the business of said corporation shall be conducted shall be a president, who shall be a director, a secretary and a treasurer, and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-laws or determined by the board of directors. The names and post office addresses of the officers and first board of directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

MARK C. NAUMANN
17499 McGregor Blvd.
Fort Myers, FL 33908

President
Director

RICK W. CARLTON
17499 McGregor Blvd.
Fort Myers, FL 33908

Secretary/Treasurer
Director

ARTICLE X - INCORPORATORS

The names and post office addresses of such subscribers of these Articles of Incorporation, with the amount of stock subscribed for and agreed to be taken by each are as follows:

Carlton Naumann Construction, Inc, 100 Shares
17499 McGregor Blvd.
Fort Myers, FL 33908

ARTICLE XI -INDEBTEDNESS

The amount of indebtedness of liability to which the corporation at any time may subject itself shall be unlimited.

ARTICLE XII - STOCK ISSUANCE

Each shareholder, upon the sale for cash of any new or unissued stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII - BY-LAWS

The initial By-laws of this corporation shall be adopted by the board of directors. The By-laws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter or repeal any By-law adopted by the directors. The directors may not alter, amend or repeal any By-law adopted by the

shareholders, nor may the directors adopt By-laws which would be in conflict with the By-laws adopted by the shareholders.

ARTICLE XIV - DIRECTOR INDEMNIFICATION

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

ARTICLE XV - DISQUALIFICATION OF OFFICE

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a shareholder, officer, or director, is in any interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved either (a) by a vote of a majority of a quorum of the board of directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact the he, or any firm of which he is a member or any corporation of which he is a shareholder, officer or director was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

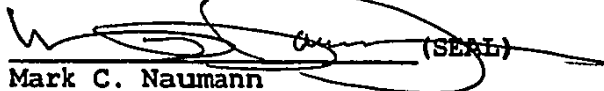
IN WITNESS WHEREOF, the undersigned being each and all of the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Fort Myers, Lee County, Florida, this 1th day of OCTOBER, 1997.

Carlton Naumann Construction, Inc.

 (SEAL)
By: Mark C. Naumann

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

MARK C. NAUMANN, having been designated as the Registered Agent in the above and foregoing Article of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent.

 (SEAL)
Mark C. Naumann

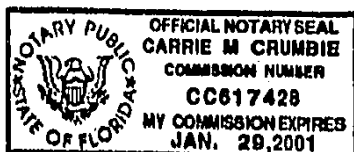
STATE OF FLORIDA }
 }
COUNTY OF LEE }

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared MARK C. NAUMANN and RICK W. CARLTON, whom are known to me to be the persons who made and subscribed to the foregoing Articles of Incorporation, and certify and severally acknowledge that they made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 7th day of October, 1997.


Notary Public

My commission expires:



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