



HERITAGE RURAL HOUSING, INC.
Specialists in Federal Government Assisted Progra

HERITAGE CONSTRUCTION CO., INC.
Licensed General Contractor

HERITAGE AMERICA CORP.
Licensed Real Estate Brok

FAX COVER SHEET

Date: March 13, 1998

To: Secretary of State

☐ Gregory A. Popp, Esq. Ext. 240
☒ Alice C. Valliere, CLU Ext. 243
☐ Michael F. McPhillips Ext. 250
☐ Jacqueline McPhillips Ext. 282
☐ Norman Harris Ext. 252
☐ Jim Klucaid Ext. 241

Re: Elks Green II, Inc.

No. Fax: 850-922-4000

Pages Including Cover Sheet: 4

Message: Filing herewith Articles of Incorporation. My CompuServe system is having a bad day today, its Friday the 13th! I could not print your FAX COVER SHEET and hope this FAX will suffice for obtaining the information requested under No. H98000004976. Please provide filing certification as requested.

FILED
98 MAR 19 AM 7:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY MAR 20 1998

Alice C. Valliere, CLU
407-799-4090, Ext. 243

THIS MESSAGE IS INTENDED FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL, AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATING, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY ME IMMEDIATELY BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO ME AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

03/19/98 15:16 HERITAGE CD. → D 00A E A S ■

NO.238 P001/005

904)922-3709 03/16/98 08:11 904 922-3709 Florida Department p1 /1

Alice C. Vallone, CLM



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 16, 1998

HERITAGE RURAL HOUSING INC

SUBJECT: ELKS GREEN II, INC.
REF: W98000005716

RECEIVED
98 MAR 19 PM 3:26
DIVISION OF CORPORATIONS

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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.

The electronically submitted document must also include the preparer's telephone number in the lower left hand corner.

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

FAX Aud. #: H98000004976
Letter Number: 198A00013944

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FILED
98 MAR 19 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ELKS GREEN II, INC.**

ARTICLE I - NAME

The name of the corporation is: **ELKS GREEN II, 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.

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: **GREGORY A. POPP.**

THIS INSTRUMENT PREPARED BY:
GREGORY A. POPP, ESQ.
450 CHALLENGER ROAD
CAPE CANAVERAL, FL 32920
407-799-4090

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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 (1) 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(s) of this corporation are:

JACQUELINE MCPHILLIPS
450 Challenger Road
Cape Canaveral, FL 32920

MICHAEL MCPHILLIPS
450 Challenger Road
Cape Canaveral, FL 32920

ARTICLE X - INCORPORATOR

The name and address of the person executing these Articles of Incorporation is:

ALISON KERR-HULL COLVARD
450 Challenger Road
Cape Canaveral, FL 32920

ARTICLE XI - BYLAWS

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

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 & 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.

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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 person(s) in the amount set forth opposite the name:

MICHAEL MCPHILLIPS
JACQUELINE MCPHILLIPS

450 Shares
300 Shares

Shares held by the initial stockholder(s) listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) of this corporation or the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of March, 1998.


Alison Kerr-Hull Colvard

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared: ALISON KERR-HULL COLVARD, who, after being duly sworn on oath and who is personally known, acknowledged before me that they are the person(s) named in and who executed the foregoing Articles of Incorporation as the Incorporators for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 12th day of March, 1998.




Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

GREGORY A. POPP, 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.


Gregory A. Popp

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