

P98000040204

LAW OFFICE
NELSON • HESSE
2070 Ringing Boulevard
Tallahassee, Florida 34237

RICHARD E. NELSON
RICHARD L. SMITH*
E. STEVEN HERB
OMER CAUSEY
WILLIAM A. DOOLEY**
MICHAEL S. DREWS***
FREDERICK J. ELBRECHT****
GARY W. PEAL
PHILIP J. SYPULA
J. NEAL MOBLEY
STEPHEN M. WALKER

Telephone (941) 366-7590
Telefax (941) 955-3708

ROBERT L. HESSE
RETIRED

*Board Certified
City, County &
Local Government Law
**Certified Mediator
***Board Certified
Business Litigation Lawyer
****Board Certified
Civil Trial Lawyer

April 29, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Crane Homes, Inc.

300002507963--0
-05/01/98--01072--014
****122.50 ****122.50


Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees.

| | |
|----------------------|-----------|
| Filing fee | \$ 35.00 |
| Certified copy | 52.50 |
| Registered agent fee | 35.00 |
| | ----- |
| Total | \$ 122.50 |

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Please note that the effective date of the corporation is May 1, 1998.

Very truly yours,


GARY W. PEAL

GWP/jel
Enclosures
cc: Mr. Timothy W. Crane

FILED
98 MAY -1 PM 3:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

8

ARTICLES OF INCORPORATION
OF
CRANE HOMES, INC.

FILED
98 MAY -1 PM 3:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to the articles of incorporation, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I.

Name

The name of this corporation is CRANE HOMES, INC.

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be May 1, 1998, and the corporation shall have perpetual existence thereafter.

ARTICLE III.

Nature of Business

This corporation is organized to engage in any and all lawful businesses.

ARTICLE IV.

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner

reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own; hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V.

Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI.

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 9949 Laurel Valley Avenue Circle, Bradenton, Florida 34202, and the name of its initial registered agent at such address is TIMOTHY W. CRANE.

ARTICLE VII.

Directors

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by a majority of the shareholders, provided that the corporation shall always have at least one director. The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Timothy W. Crane | 9949 Laurel Valley Avenue Circle Bradenton, Florida 34202 |
| Morgan W. Crane | 9949 Laurel Valley Avenue Circle Bradenton, Florida 34202 |

ARTICLE VIII.

Subscriber

The name and street address of the incorporator signing these articles of incorporation are:

Timothy W. Crane
9949 Laurel Valley Avenue Circle
Bradenton, Florida 34202

ARTICLE IX.

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X.

Indemnification

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Removal of Directors

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII.

Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE XIV.

Mailing Address

The initial mailing address for the corporation is 9949 Laurel Valley Avenue Circle, Bradenton, Florida 34202.

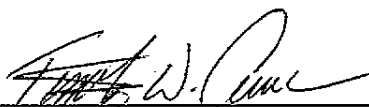
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on 4/29, 1998.



Timothy W. Crane
Subscriber

Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.



Timothy W. Crane
Registered Agent

FILED
98 MAY -1 PM 3:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA