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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 806764 81311A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 5, 1998

ORDER TIME : 1:05 PM

ORDER NO. : 806764-005

CUSTOMER NO: 81311A

CUSTOMER: Janet Strickland, Esq.  
LANDIS GRAHAM FRENCH HUSFELD  
SHERMAN & FORD  
145 E. Rich Avenue

Deland, FL 32724

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-05/05/98--01110--022  
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DOMESTIC FILING

NAME: HERITAGE HOME BUILDERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -5 PM 3:17

RECEIVED  
98 MAY -5 PM 1:51  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -5 PM 1:51

**ARTICLES OF INCORPORATION  
OF  
HERITAGE HOME BUILDERS, INC.**

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DIVISION OF CORPORATIONS  
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The undersigned, who, if a natural person, is eighteen years of age or older, hereby establishes a corporation pursuant to the Florida Business Corporation Act as amended and adopts the following Articles of Incorporation:

**Article I.  
Corporate Name**

The name of this corporation is Heritage Home Builders, Inc.

**Article II.  
Duration**

The corporation shall exist perpetually.

**Article III.  
Purpose**

The corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida and of the United States. The corporation shall have and may exercise all the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Florida.

**Article IV.  
Capital Stock**

The corporation is authorized to issue One Thousand (1,000) shares of stock, all of which shall be voting common shares with a par value of \$1.00 dollar. All stock when issued shall be fully paid for and shall be nonassessable. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**Article V.  
Preemptive Rights**

The holders of the corporation's issued and outstanding common shares shall have the right ("preemptive right") during a reasonable time and on reasonable conditions, both to be fixed by the board of directors, to purchase those common shares or other securities, as the case may be, in those proportions as would, if all the preemptive rights granted were exercised, preserve the relative unlimited dividend rights and voting rights of the then holders. The price or prices at which those common shares or other securities shall be issued to the then holders of the corporation's issued and outstanding shares shall be no less favorable than the price or prices at which those common shares or other securities are proposed to be offered for sale to others.

**Article VI.  
Registered Agent and Office**

The name of the initial registered agent of the corporation is Bart V. Formoso. The street address of the initial registered office of the corporation is 777 Deltona Blvd., Deltona, FL 32725.

**Article VII.  
Principal Office**

The principal place of business and mailing address of the corporation is 777 Deltona Blvd., Deltona, FL 32725.

**Article VIII.  
Initial Board of Directors**

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one. Directors need not be stockholders in the corporation. The names and addresses of the initial board of directors who shall hold office until the first annual meeting of shareholders of the corporation or until their successor(s) are duly elected and qualified are as follows:

Bart V. Formoso  
851 Arlene Drive  
Deltona, FL 32725

Vincent J. Formoso  
777 Deltona Blvd.  
Deltona, FL 32725

Joseph Formoso  
777 Deltona Blvd.  
Deltona, FL 32725

**Article IX.  
Incorporator**

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

Bart V. Formoso  
851 Arlene Drive  
Deltona, FL 32725

**Article X.  
Bylaws**

The power to adopt initial Bylaws shall be vested in the Board of Directors.

**Article XI.  
Restrictions on the Transfer of Stock**

The following language shall appear on the stock certificates:

The shares represented by this certificate have not been registered under the Securities Act of 1933 or Chapter 517, Florida Statutes. The shares have not been acquired with a view to, or in connection with, any distribution thereof and may not be sold, pledged, hypothecated, transferred to or otherwise disposed of in the absence of an effective registration statement for the shares under the Securities Act of 1933 and Chapter 517 or an opinion of counsel satisfactory to the corporation that registration is not required under such Act and Chapter.

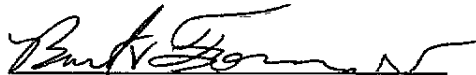
Further, if the stockholders of the Corporation elect for the Corporation to be taxed as a Subchapter S corporation (as defined in the Internal Revenue Code), no stockholder shall transfer all or any part of his or her shares of the Corporation's stock if that transfer would cause an election made by the Corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void.

**Article XII.  
Amendments**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of May, 1998.

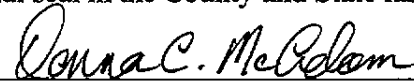
  
Bart V. Formoso, Incorporator

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Bart V. Formoso, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 1<sup>st</sup>  
day of May, 1998.

[SEAL]

  
Notary Public, State of Florida

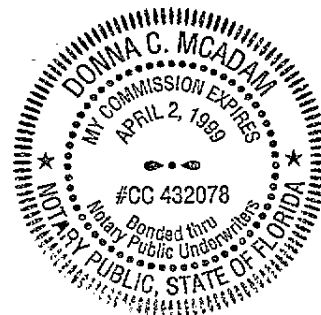
Typed or Printed Name of Notary  
Commission No.

My Commission Expires:

Personally Known \_\_\_\_\_ or


Produced Identification \_\_\_\_\_

Type of Identification Driver's License



**Acceptance by Registered Agent**

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Bart V. Formoso  
5-1-98  
Date