

P99000027378



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 180302 7180008

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : March 23, 1999

ORDER TIME : 11:58 AM

ORDER NO. : 180302-005

300002817223--4

CUSTOMER NO: 7180008

CUSTOMER: Mr. Michael Tarwatter
ROYAL FINANCIAL CORPORATION
ROYAL FINANCIAL CORPORATION
8889 Pelican Bay Blvd.
Suite 400
Naples, FL 34108

DOMESTIC FILING

NAME: MFG. HOMES AND COMMUNITIES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 24 AM 10:55

RECEIVED
99 MAR 24 PM 12:48
DIVISION OF CORPORATION

EFFECTIVE DATE

3/23/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 24 AM 10:55

ARTICLES OF INCORPORATION

OF

MFG. HOMES AND COMMUNITIES, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provision of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the corporation) is MFG. Homes And Communities, Inc.

SECOND: The street address wherever located of the principal office of the corporation is 8889 Pelican Bay Blvd., Suite 400, Naples, Florida 34108.

The mailing address, wherever located, of the principal office of the corporation is 8889 Pelican Bay Blvd., Suite 400, Naples, Florida 34108.

THIRD: The number of shares that the corporation is authorized to issue is One Thousand (1000), Shares, all of which are without par value and are of the same class and are Common shares.

FORTH: The street address of the initial registered office of the corporation in the State of Florida is c/o corporation service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are: _____

NAME

Stephen R. Foster

ADDRESS

711 Ketch Drive
Naples, Florida 34103

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited and, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and on such lawful consideration and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To engage generally in the real estate business as principal agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structure, houses, buildings, and other works and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use hold sell convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker and in any lawful capacity, such personal property, chattels, chattels real, right, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry o a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

99 MAR 24 AM 10:55

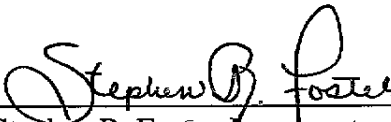
EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ELEVENTH: The corporate existence of the corporation shall begin on March 23, 1999.

Signed on March 22, 1999


Stephen R. Foster, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: 

BRIAN COURTNEY, ASST. VP.

Date: 3/23/99