

**BOSWELL & DUNLAP LLP**

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May 14, 1999

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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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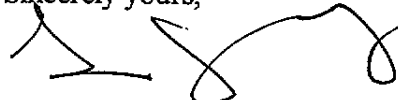
Re: Heartland Foreclosures, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation, Certificate Designating Registered Office and Registered Agent, and a check for \$78.75 for the above- referenced name, which represents fees for filing, Registered Agent Designation and a certified copy of the Articles of Incorporation.

Please return the certified copies directly to me at your earliest convenience.

Sincerely yours,



Frederick J. Murphy, Jr.

FJM:bch  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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D. BROWN MAY 19 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**HEARTLAND FORECLOSURES, INC.**

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under Chapter 607 of the Statutes of the State of Florida.

**ARTICLE I.**

**Name**

The name of this corporation is: HEARTLAND FORECLOSURES, INC.

**ARTICLE II.**

**Purpose and Powers**

The Corporation is organized for the purpose of engaging in the business of real estate development and in any other business, whether related thereto or not, permitted by the laws of this state or any other state or country, in which it desires to do business.

The Corporation may do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

**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 nominal or par value of One Dollar (\$1.00) per share.

**ARTICLE IV.**

**Initial Capital**

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

**ARTICLE V.**

**Term of Existence**

This Corporation is to exist perpetually.

**ARTICLE VI.**

**Address**

The mailing address of this Corporation is Post Office Box 41, Lake Hamilton, Florida 33851 and the initial street address of the principal office of this Corporation in the State of Florida is 333 Gates Avenue, Lake Hamilton, Florida 33851. The initial Registered Office of this Corporation is 245 South Central Avenue, Bartow, Florida 33830 and the initial Registered Agent at said office is Frederick J. Murphy, Jr.. The Corporation shall have the power to move the office to another location in the State of Florida from time to time as may be determined by the Board of Directors.

**ARTICLE VII.**

**Directors**

The number of the directors comprising the Board of Directors of this Corporation shall be one (1) but the same may be increased from time to time by majority vote of the Board of Directors.

The name and street address of the member of the first Board of Directors of this Corporation, to serve until the first annual meeting, or until after his successor is elected and has qualified, is as follows:

| <u>Name</u>    | <u>Address</u>                                   |
|----------------|--|
| Alice H. Black | 333 Gates Avenue<br>Lake Hamilton, Florida 33851 |

**ARTICLE VIII.**

**Officers**

The officers of this Corporation shall be a President, Vice-President, Secretary, Treasurer and such other officers as may be authorized by majority vote of the Board of Directors. The name and street address of the officers of the Corporation to serve until the first annual meeting or until a successor is elected and has qualified, is as follows:

| <u>Name</u>    | <u>Address</u>                              | <u>Office</u>   |
|----------------|---|---|
| Alice H. Black | 333 Gates Avenue<br>Lake Hamilton, FL 33851 | President<br>Vice-President<br>Secretary<br>Treasurer |

**ARTICLE IX.**

**Incorporator**

The name and address of the incorporator of this Corporation is as follows:

| <u>Name</u>    | <u>Address</u>                              |
|----------------|---|
| Alice H. Black | 333 Gates Avenue<br>Lake Hamilton, FL 33851 |

**ARTICLE X.**

**Subscriber to Stock**

The name, address and number of shares of the subscriber to stock in this Corporation is as follows:

| <u>Name</u>    | <u>Address</u>                              | <u>Shares</u> |
|----------------|---|---------------|
| Alice H. Black | 333 Gates Avenue<br>Lake Hamilton, FL 33851 | 500           |

**ARTICLE XI.**

**Restraint on Alienation of Shares**

The Board of Directors of the Corporation shall have the power to include in the By-Laws, if ratified by a two-thirds majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Board of Directors.

**ARTICLE XII.**

**Amendment**

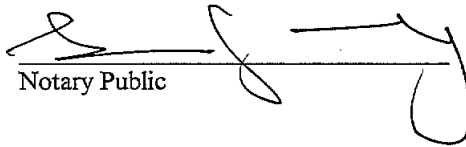
These Articles of Incorporation may be amended by majority vote of the Board of Directors in the manner provided by law. Every amendment shall be approved by majority vote of the stockholders.

**IN WITNESS WHEREOF**, the undersigned subscribing incorporator has hereunto set her hand and seal this 14th day of May, 1999, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby makes, subscribes, acknowledges and files in the office of the Secretary of State and certifies these Articles of Incorporation and certifies that the facts contained herein are true.

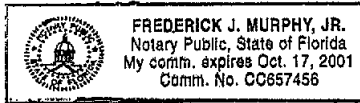
*Alice H. Black*  
 \_\_\_\_\_  
 Alice H. Black  
 Incorporator

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Alice H. Black, who produced FLDL No. B 420-028-23-867 as identification, to be the person described in as the subscriber and who executed the foregoing Articles of Incorporation, and after being sworn by me, acknowledged before me that she subscribed to these Articles of Incorporation as her voluntary act and deed and that the facts set forth herein are true and correct.

WITNESS my hand and official seal in the County and State named above this 14th day of May, 1999.

  
\_\_\_\_\_  
Notary Public

THIS INSTRUMENT PREPARED BY:  
Frederick J. Murphy, Jr.  
Boswell & Dunlap LLP  
245 South Central Avenue  
Post Office Drawer 30  
Bartow, Florida 33831  
(941) 533-7117



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT**

In pursuance of Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted, in compliance with said provisions:

That **HEARTLAND FORECLOSURES, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, in the City of Bartow, County of Polk, State of Florida has designated Boswell & Dunlap LLP, 245 South Central Avenue, Bartow, Florida 33830, as its registered office and Frederick J. Murphy, Jr., Esquire, as its registered agent at said office to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at the registered office designated in this certificate, I hereby accept to act in this capacity, and agree to comply with said provisions relative to keeping open said office.

By \_\_\_\_\_  
Registered Agent

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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