

P99000074411

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
8-15-99

SUBJECT: D'MARAS Corp, Inc.
(Proposed corporate name - must include suffix)

FILED
99 AUG 16 AM 11:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: David W. Marshall
Name (Printed or typed)

404 Emerald Cove Loop
Address

Lakeland, FL 33813
City, State & Zip

941-701-9202, ext. 221
Daytime Telephone number

600002961426-4
-08/16/99-01133-018
*****87.50 *****87.50

Aimee Walker
AUTHORIZATION BY PHONE TO
CORRECT Corp name
DATE 8-20-99
DOC. EXAM CB

NOTE: Please provide the original and one copy of the articles.

CB
8-20-99

ARTICLES OF INCORPORATION

OF

D'MARAS GROUP, INC.

EFFECTIVE DATE
8-15-99

The undersigned, acting as incorporator of D'MARAS GROUP, INC. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

Article I - NAME

The name of this corporation is D'MARAS GROUP, INC. The principal address of this corporation is 404 Emerald Cove Loop, Lakeland, Florida 33813.

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Article II - COMMENCEMENT OF EXISTENCE

The existence of the corporation is to commence on the date of subscription and acknowledgement of these Articles of Incorporation.

Article III - PURPOSE

The general purposes or purposes for which the corporation is organized are as follows:

- a) To develop land and build residential homes;
- b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

Article IV - AUTHORIZED SHARES

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock. The consideration to be paid for each share shall be as fixed by the board of directors, and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Article V - CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by such shareholder multiplied by the number of directors to be elected, and each shareholder may cast such votes for a single candidate, or may distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

Article VI – PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any un-issued stock (whether or not presently authorized and including treasury shares) of same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it was offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of receipt of a notice in writing from the corporation inviting him to exercise the right.

Article VII – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation is 404 Emerald Cove Loop, Lakeland, Florida 33813, and the name of the initial registered agent of this corporation is David W. Marshall, and his address is 404 Emerald Cove Loop, Lakeland, FL 33813.

Article VII – INITIAL BOARD OF DIRECTORS

This corporation shall have three directors. The number of directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors are:

- ❑ David W. Marshall
404 Emerald Cove Loop
Lakeland, FL 33813
- ❑ Sandy M. Marshall
404 Emerald Cove Loop
Lakeland, FL 33813
- ❑ Aimee A. Walker
6096 Coral Bay Road
Tampa, FL 33647

Article IX – INCORPORATOR

The name and address of the incorporator is:

- ❑ David W. Marshall
404 Emerald Cove Loop
Lakeland, FL 33847

The incorporator of the corporation hereby assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he hereby assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

Article X – BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

Article XI – INDEMNIFICATION

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

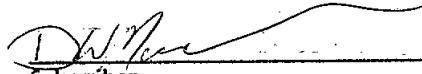
Article XII – AMENDMENT

This 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 shareholders is subject to this reservation.

Article XIII – EFFECTIVE DATE

This corporation shall be deemed effective on August 15, 1999, and shall commence its existence on August 15, 1999.

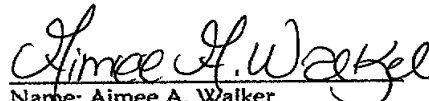
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 15th day of August, 1999.


Subscriber
Name: David W. Marshall

STATE OF FLORIDA
COUNTY OF POLK

Before me, a Notary Public, authorized to take acknowledgements in the State and County set forth above personally appeared David W. Marshall, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of August, 1999.


Name: Aimee A. Walker
Notary Public

My Commission Expires:



Aimee Walker Oller
My Commission CC612575
Expires January 9, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMEING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

D'MARAS GROUP, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, State of Florida, has named David W. Marshall, located at 404 Emerald Cove Loop, Lakeland, FL 33813, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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



DAVID W. MARSHALL

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TALLAHASSEE FLORIDA