

P99000081339



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 373770 121501A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 14, 1999

ORDER TIME : 10:17 AM

ORDER NO. : 373770-005

CUSTOMER NO: 121501A

CUSTOMER: C. Holt Smith, Iii, Esq
C. HOLT SMITH, III, ESQ
C. HOLT SMITH, III, ESQ
Suite 3301
1 Independent Drive
Jacksonville, FL 32202

300002986703-0
-09/14/99-01031-013
*****78.75 *****78.75

DOMESTIC FILING

NAME: COUNTRY COTTAGE ROOF, 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: Tamara Odom

EXAMINER'S INITIALS:

FILED
99 SEP 14 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 SEP 14 AM 11:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

9-15
200

EFFECTIVE DATE

9/10/99

ARTICLES OF INCORPORATION

for

COUNTRY COTTAGE ROOF, INC. (a corporation)

Executed by the undersigned for the purposes of forming a Florida Corporation under Chapter 607, Florida Statutes (1997):

ARTICLE I. NAME AND ADDRESS

The name and address of the corporation is:

Country Cottage Roof, Inc.
Cannon Creek Center Road
Lake City, Florida 32025

ARTICLE II. DURATION AND COMMENCEMENT

This corporation shall exist perpetually and shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE III. PURPOSES

This corporation is organized for the following purposes:

1. To manufacture, promote, distribute, sell specialty roofing products including artificial thatch roof products and systems for both private and commercial usage.
2. To hire and/or train personnel for the purposes of carrying out these purposes.
3. To rent, lease, purchase and/or own facilities which are sufficient for the conduct and/or operation of the purposes of the corporation.
4. To transact any and all lawful business for which corporations may be incorporated or organized.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of Five Dollar (\$5.00) per share par value common stock which shall be designated common shares, all of which shall be the same class.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of this corporation. The holder of each outstanding common share shall be entitled to one (1) vote per share unless otherwise provided in the By-Laws.

ARTICLE VI. MANAGEMENT

The business of this corporation shall be managed by a Board of Directors chosen by the Shareholders or the Shareholders may elect to have the corporation managed by the Shareholders acting as Directors, in which case the terms shall be used interchangeably herein, pursuant to Chapter 607, Florida Statutes (1997).

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial Registered Agent of this corporation is One Independent Drive, Suite 3301, Jacksonville, Florida 32202, and the name of the initial Registered Agent of this corporation at that address is **C. HOLT SMITH, III.**

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) Directors initially, the number of which may be increased or decreased from time to time according to the By-Laws of this corporation, but shall never be less than one (1) Director. The names and addresses of the initial Directors of this corporation are:

BARRY R. HUBER	P.O. Box 1264 Lake City, Florida 32056
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GARY D. COOKE	P.O. Box 2133 Lake City, Florida 32056
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ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

LUKE W. CARRENDER	Rt. 9, Box 785-51 Lake City, Florida 32024
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ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereunto set his hand and seal this 10th day of September, 1999, for the purpose of forming this corporation under the laws of the State of Florida.

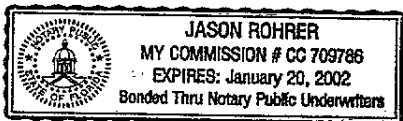
Luke W. Carrender
LUKE W. CARRENDER

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared **LUKE W. CARRENDER**, who executed the foregoing instrument as Incorporator of **COUNTRY COTTAGE ROOF, INC.**, a corporation named herein, and acknowledged before me that he executed the same as such Incorporator, in the name of and on behalf of the said corporation. he is personally known to me _____ or has produced _____ as identification and did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 10 day of September, 1999.

(SEAL)



Jason Rohrer
Notary Public
My Commission Expires: 01/20/02

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

First, that **Country Cottage Roof, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Cannon Creek Center Road Lake City, State of Florida, has named C. HOLT SMITH, III, located at One Independent Drive, Suite 3301, City of Jacksonville, State of Florida, 32202, as its Agent to accept service of process within Florida.

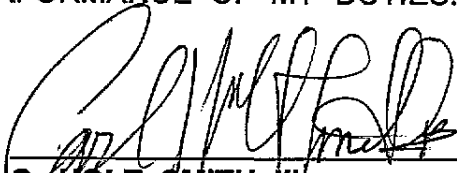
Country Cottage Roof, Inc.

By: Luke W. Carrender
LUKE W. CARRENDER Secretary/Treasurer

DATED: September 10, 1999

FILED
99 SEP 14 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


C. HOLT SMITH, III
Registered Agent

DATED: September 10th, 1999