



UCC FILING & SEARCH SERVICES, INC.  
 526 East Park Avenue  
 Tallahassee, FL 32301  
 (850) 681-6528

**799000109376**  
**HOLD**

**FOR PICKUP BY  
 UCC SERVICES**

OFFICE USE ONLY (Document #)

772634

700003074687--2

-12/20/99--01049--016

\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Icon Homes Inc.

**EFFECTIVE DATE**  
11/01/00

- Walk In
- Mail Out
- Will Wait
- Photocopy

Pick Up Time

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCUMENTS

99 DEC 20 AM 10:51  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

99 DEC 20 AM 11:36  
 DEPARTMENT OF REVENUE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

RECEIVED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

Ordered By: \_\_\_\_\_

T. SMITH DEC 20 1999

Date: \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**ICON HOMES, INC.**

**EFFECTIVE DATE**  
1/1/00

FILED  
99 DEC 2 10 51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these Articles to be delivered to the Department of State, State of Florida, for the purpose of forming a corporation under the laws of the State of Florida.

**Article 1 - Name and Mailing Address**

The name of this corporation is ICON HOMES, INC. and its mailing address shall be 17481 Marcy Avenue, Port Charlotte, Florida 33948.

**Article 2 - Duration of Corporate Existence**

The effective date of this corporation shall be the later of January 1, 2000, or the filing of these Articles of Incorporation. This corporation shall exist perpetually.

**Article 3 - Purposes**

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

**Article 4 - Capital Stock**

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock. There shall be no other type or class of stock.

**Article 5 - Address and Registered Agent**

The street address of the initial registered office of this corporation shall be 17481 Marcy Avenue, Port Charlotte, Florida 33948. The name of the initial registered agent at such address is Paul Couto.

**Article 6 - Directors**

This corporation shall have five (5) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than two (2) nor more than eleven (11).

**Article 7 - Initial Directors**

The names and post office addresses of the initial directors are:

<i>Name</i>	<i>Address</i>
Paul Couto	17481 Marcy Avenue, Port Charlotte, Florida 33948
Jose Couto	17489 Marcy Avenue, Port Charlotte, Florida 33948
Antonio Couto	1186 Sandy Street, Port Charlotte, Florida 33948
Edwin Couto	19369 Lauzon Avenue, Port Charlotte, Florida 33948
John Couto	223 Val Diva, Punta Gorda, Florida 33983

**Article 8 - Incorporator**

The name and post office address of the incorporator of this corporation is:

<i>Name</i>	<i>Address</i>
Paul Couto	2704 Hibiscus Court - Punta Gorda, FL 33950

**Article 9 - Preemptive Rights**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is

attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

#### **Article 10 - Indemnification**

The corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of any other corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlements, actually and reasonably incurred by him; or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. However, no indemnification shall be provided in any action or suit by or in the right of the corporation to procure a judgment in its favor, with respect to any claim, issue or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the applicable standard of conduct. Indemnification hereunder shall continue to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such person.

#### **Article 11 - Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name and affixed his seal this 14<sup>th</sup> day of December, 1999.

Signed, Sealed and Delivered in the Presence of:

Janice Fesler

**JANICE FESLER**

Printed Name of First Witness

Paul Couto

Paul Couto

Melissa A. Amato

MELISSA A. Amato

Printed Name of Second Witness

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of December, 1999 by Paul Couto who is personally known to me or produced FL Driver's License #C300-680-70-101 as identification and did take an oath.



Janice Fesler  
MY COMMISSION # CC804338 EXPIRES  
February 13, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

Janice Fesler

**JANICE FESLER**

Printed Name of Notary Public

My Commission Expires: 2/13/03

Commission No.: CC804338

(C:\jbmcouto.cor) #16808.1-4

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND  
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

In compliance with § 48.091 Fla. Stat., the following is submitted:

ICON HOMES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 17481 Marcy Avenue, Port Charlotte, Florida, has designated Paul Couto, whose street address is 17481 Marcy Avenue, Port Charlotte, Florida 33948, as its agent to accept service of process within this state.

ICON HOMES, INC.

By: \_\_\_\_\_

Paul Couto

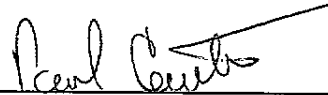


**ACCEPTANCE**

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

\_\_\_\_\_

Paul Couto



FILED  
99 DEC 20 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(C:\jbm\couto.cor) #16808.1-4