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BASIC AMENDMENT

APARTMENT HUNTERS, INC.

Certificate of Status	0
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04 JAN 15 PM 3:56

DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

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Amended & Restated

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
APARTMENT HUNTERS, INC.**

FILED
04 JAN 15 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APARTMENT HUNTERS, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation, as filed with the Secretary of State of the State of Florida on November 25, 1991 (Document No. S96920), and as amended on June 4, 2002 (Document No. S96920) and December 31, 2002 (Document No. S96920), are hereby deleted in their entirety and the following Amended and Restated Articles of Incorporation are substituted in lieu thereof.

2. The Amended and Restated Articles being effected hereby were duly adopted and approved by the Board of Directors of the Corporation as of December 31, 2003.

3. The Amended and Restated Articles were approved by the Shareholders. The number of votes cast for the amendment by the Shareholders was sufficient for approval and such approval occurred on December 31, 2003.

The following constitutes the Amended and Restated Articles of Incorporation as approved and adopted by the Stockholders and Board of Directors of the Corporation:

ARTICLE 1

Name

The name of this corporation shall be:

Apartment Hunters, Inc.

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ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

11209 North Dale Mabry, Suite D
Tampa, Florida 33618

ARTICLE 3

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE 4

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 14,874,142 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE 5

Existence of Corporation

This corporation shall have perpetual existence.

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ARTICLE 6

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 11209 North Dale Mabry, Suite D, Tampa, Florida, 33618, and the initial registered agent of this corporation at such office shall be M. Scott Meckley. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE 7

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE 8

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name

M. Scott Meckley

Address

11209 North Dale Mabry, Suite D
Tampa, Florida 33618

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ARTICLE 9**By-Laws**

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE 10**Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11**Affiliated Transactions**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation for the uses and purposes herein expressed this 31st day of December, 2003.

APARTMENT HUNTERS, INC.

By: 
M. SCOTT MECKLEY, CEO

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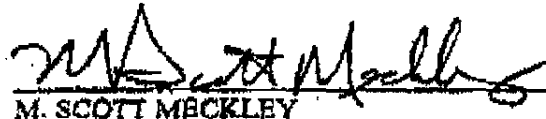
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APARTMENT HUNTERS, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **ML SCOTT MECKELY**, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0503, Florida Statutes.

DATED this 14th day of January, 2004.


M. SCOTT MECKLEY

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