

# State of Idaho

## Department of State.

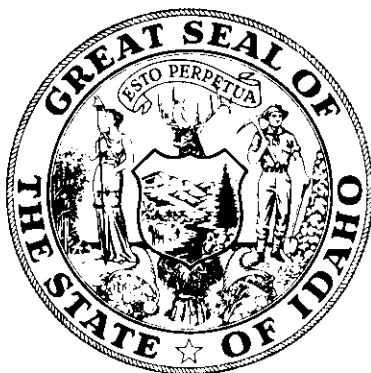
### CERTIFICATE OF AUTHORITY OF

HOMEOWNER'S ASSOCIATION OF AMERICA, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HOMEOWNER'S ASSOCIATION OF AMERICA, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to HOMEOWNER'S ASSOCIATION OF AMERICA, INC. to transact business in this State under the name HOMEOWNER'S ASSOCIATION OF AMERICA, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **July 16, 1984**



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Denise Heier*

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Homeowner's Association of America, Inc.

2. The name which it shall use in Idaho is Homeowner's Association of America, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Florida

4. The date of its incorporation is October 27, 1978 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

6107 Hollywood Boulevard, Hollywood, FL 33024

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is CT Corporate Systems

300 North 6th Street, Boysey, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is CT Corporate Systems

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To engage in the business of issuing home warranty (protection) plan policies to engage in any lawful activity for which corporations may be incorporated under the Florida General Corporation Act and permitted under the Idaho Business Corporation Act.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Donald Sleezer	President	6107 Hollywood Blvd, Hollywood, FL
Melvin Stewart	V. President	6107 Hollywood Blvd, Hollywood, FL
John Curtin	V. President	6107 Hollywood Blvd, Hollywood, FL
Charles Locke	Secretary/Treasurer	6107 Hollywood Blvd, Hollywood, FL
Melvin Stewart	Director	6107 Hollywood Blvd, Hollywood, FL
Helen Gudikunst	Director	6107 Hollywood Blvd, Hollywood, FL
Charles Locke	Director	6107 Hollywood Blvd, Hollywood, FL

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
500	Common	\$1.00

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
500	Common	\$1.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: June 21st, 1984

HOMEOWNER'S ASSOCIATION OF AMERICA, INC.

By Donald Sleezer Donald Sleezer  
Its President ~~XXXXXX~~  
and Charles Locke Charles Locke  
Its Secretary ~~XXXXXX~~

STATE OF FLORIDA )  
COUNTY OF BROWARD )ss


I, Catherine Stworzyjanek, a notary public, do hereby certify that on this 21st day of June 1984, 19\_\_\_\_, personally appeared before me Donald Sleezer, who being by me first duly sworn, declared that he is the President of Homeowner's Association of America, Inc.

that he signed the foregoing document as President  
that the statements therein contained are true.

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JUNE 17 1985  
BONDED IN KU GENERAL INS. UNDERWRITERS

[Signature]  
Notary Public

# State of Florida



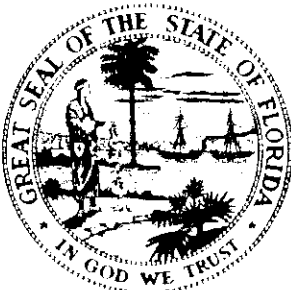
## Department of State

*I certify the attached is a true and correct copy of the Articles of Incorporation of HOMEOWNER'S ASSOCIATION OF AMERICA, INC., a corporation organized under the laws of the State of Florida, filed on October 27, 1978, effective October 23, 1978, as shown by the records of this office.*

*The document number of this corporation is 591525.*

JUL 16 9 22 AM '84  
SECRETARY OF STATE

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
29th day of June, 1984.



George Firestone  
Secretary of State

001026

**ARTICLES OF INCORPORATION  
HOMESOWNER'S ASSOCIATION OF AMERICA, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I - NAME**

The name of the corporation is HOMESOWNER'S ASSOCIATION OF AMERICA, INC.

**ARTICLE II - GENERAL PURPOSE**

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Five Hundred (500) shares of Common Stock, each share having a par value of One Dollar (\$1.00).

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

**ARTICLE IV - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 140 South University Drive, Suite E, Plantation, Florida 33317 and the name of the initial registered agent of this corporation at that address is David F. Ivy.

**ARTICLE VI - DIRECTORS**

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than nine.

**ARTICLE VII - INITIAL DIRECTOR**

The name and address of the initial directors who shall hold office until their successor or successors are elected and have qualified, are:

NAME	ADDRESS
David F. Ivy	140 S. University Drive Suite E Plantation, Florida 33317
Marie I. Ivy	140 S. University Drive Suite E Plantation, Florida 33317

SECRETARY OF STATE

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#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
David F. Ivy	140 S. University Drive Suite E Plantation, Florida 33317

#### ARTICLE IX - TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in anywise affected by the fact that such Director or Directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

#### ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and officer of the Corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a Director or officer of the corporation (said expenses to include attorneys fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matter as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or Director. Such right of indemnification shall be exclusive of any other rights to which a Director or officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or officer.

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ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State.

ARTICLE XII - 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 a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - CONSENT IN WRITING IN LIEU  
OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the Corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the Directors, severally, or collectively, likewise, consent in writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, I, DAVID F. IVY, the Incorporator have executed these Articles of Incorporation, this 22<sup>nd</sup> day of October, 1978.

David F. Ivy (SEAL)  
DAVID F. IVY

STATE OF FLORIDA )

COUNTY OF BROWARD )

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 DAVID F. IVY to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 22<sup>nd</sup> day of October, 1978.

David F. Ivy  
Notary Public

My Commission Expires:

Notary Public, State of Florida  
By: David F. Ivy, 22, 1980  
Notary Public, State of Florida

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

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

FIRST, that HOMEOWNER'S ASSOCIATION OF AMERICA, INC.  
(name of corporation)  
desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the Articles of  
Incorporation at City of Plantation County  
(city)  
of Broward State of Florida has named  
(county) (State)  
DAVID F. IVY located at 140  
(name of resident agent)  
South University Drive, Suite E City of  
Plantation County of Broward  
State of Florida, as its agent to accept service of process  
within this State.

Having been named to accept service of process  
for the above stated corporation, of 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 F. IVY  
(Resident Agent)

DAVID F. IVY

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