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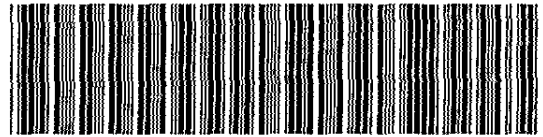
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07-28-03

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03 JUL 31 PM 2:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CJG/S

Law Offices
BAMMAN, GIUNTA, HOUSE & ROMM, P.A.
ATTORNEYS AND COUNSELORS AT LAW

FRED C. BAMMAN, III
PATRICK B. GIUNTA
STUART N. HOUSE
MICHAEL R. ROMM

STEVEN M. CANTER

SANTA BARBARA PLAZA
2189 SOUTHEAST 9TH STREET
POMPANO BEACH, FLORIDA 33062-670

TELEPHONE (954) 788-8500
FACSIMILE (954) 788-8400
WRITER'S DIRECT EXTENSION: 32
E-MAIL smc@bghr.net
www.bghr.net

July 28, 2003

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

Re: Articles of Incorporation of Anthony Venezia, P.A.

EFFECTIVE DATE
072503

Greetings:

Enclosed please find an original and one copy for certification the Articles of Incorporation for the above referenced new Florida corporation to be formed. Also enclosed please find our trust account check # 4342 in the sum of \$78.75 payable to Florida Department of State and remitted in payment for filing fee, certified copy fee, and designation of resident agent fee.

Please file the Articles and return one certified copy to the undersigned. Thank you for your attention to this matter.

Very Truly Yours
BAMMAN, GIUNTA, HOUSE & ROMM, P.A.

By: 
Steven M. Canter

Enclosures

cc: Anthony Venezia

ARTICLES OF INCORPORATION

OF

ANTHONY VENEZIA, P.A.

The undersigned subscriber to these articles of incorporation, being duly licensed the practice of realtor under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is Anthony Venezia, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is:

2500 Weston Road #105
Weston, FL 33331

EFFECTIVE DATE
07-25-03

ARTICLE III. PURPOSE

The purpose of this professional service corporation is to engage in every phase and aspect of the profession of a realtor. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be a maximum of 1000 shares of common stock each share having a par value of ONE DOLLAR (\$1.00) per share. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice as a realtor in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is:

2311 Bayberry Drive
Pembroke Pines, FL 33024

The name of the initial registered agent at that address is Esther M. Venezia.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors are:

Anthony Venezia
2311 Bayberry Drive
Pembroke Pines, FL 33024

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber are:

Anthony Venezia
2311 Bayberry Drive
Pembroke Pines, FL 33024

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any

shareholder becomes legally disqualified to practice as a realtor in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

ARTICLE XI - 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 any way affected by the fact that such Director or Directors have or may have interest 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 XII - 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 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.

ARTICLE XIII - 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 acknowledgement hereof, corporation existence shall begin when these Articles are filed with the Department of State.

ARTICLE XIV - 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, the Incorporator has executed these Articles of Incorporation this 25 day of July, 2003.



Anthony Venezia

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, ANTHONY VENEZIA who has produced FL. Drivers license and who did take an oath, 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 25th day of July, 2003.

Suzanne DePasquale
Notary Public
Printed Name: Suzanne DePasquale

My Commission Expires: 9/11/05



STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I HEREBY CERTIFY the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Chapter 621, Florida Statutes.

(In accordance with Florida law, the execution of this statement constitutes an affirmation under penalties of perjury that the facts stated herein are true.)


Esther M. Venezia

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA