

1201 HAYS STREET
TALLAHASSEE, FL 32301
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904-222-0172 FAX

800-342-8086



network
PROFESSIONAL
LEGAL & FINANCIAL SERVICE

Handwritten: 9600007552

ORDER NO. : 017596 06310

REFERENCE # 017596 06310

AUTHORIZATION :

COST LIMIT : *

ORDER DATE : January 24, 1996

ORDER TIME : 10:33 AM

ORDER NO. : 017596

CUSTOMER NO: 06310

CUSTOMER: Thomas A. Collins, II Esq
TRELSEY KOBZA & VOLPE

State 330
4001 Tamiami Trail, North
Naples, FL 33940

50001850605
01/24/96-DT045-005
***122.50 ***122.50

96 JAN 24 PM 3:20
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
96 JAN 24 AM 11:10
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: SHAF ENTERPRISES, INC.

- X ARTICLES OF INCORPORATION
- _____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- X CERTIFIED COPY
- _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS:

T. BROWN JAN 24 1996

**ARTICLES OF INCORPORATION
OF
SHAF ENTERPRISES, INC.**

FILED
96 JAN 24 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE

NAME AND ADDRESS

- 1.01. The name of the Corporation is SHAF ENTERPRISES, INC.

ARTICLE TWO

DURATION

- 2.01. This corporation shall commence its existence on the date of filing of these Articles of Incorporation, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE THREE

PURPOSE

- 3.01. The purpose of the Corporation is to engage in any activity or business permitted under §607.0301 of the Florida Business Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

- 4.01. The aggregate number of shares that the Corporation has authority to issue is Ten Thousand (10,000), all of which shall be common shares without par value.

ARTICLE FIVE

NO PRE-EMPTIVE RIGHTS

- 5.01. There shall be no pre-emptive rights for any shareholder.

ARTICLE SIX

REGISTERED AND PRINCIPAL OFFICES

6.01. The street address of the initial registered office of the Corporation is 4548 Genoa Avenue, Naples, Florida 33940, and the name of the initial registered agent at that address is Richard W. Shaffer, II. The principal place of business of the Corporation is 4548 Genoa Avenue, Naples, Florida 33940.

ARTICLE SEVEN

INCORPORATOR

7.01. The name and address of the incorporator is:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------|---------------------------------------|
| Richard W. Shaffer, II | 4548 Genoa Avenue Naples, FL 33940 |

ARTICLE EIGHT

DIRECTORS

8.01 The initial Board of Directors of the Corporation shall consist of one (1) member. The number of Directors may be changed from time to time by resolution duly adopted by the shareholders of the Corporation. The name and address of the members of the first Board of Directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------|--|
| Richard W. Shaffer, II | 4548 Genoa Avenue Naples, Florida 33940 |

IN WITNESS WHEREOF, I have subscribed my name at Naples, Collier County, Florida on this 18th day of January, 1996.


Richard W. Shaffer, II, Incorporator

STATE OF FLORIDA)

COUNTY OF COLLIER)

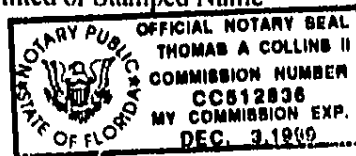
The foregoing instrument was acknowledged before me this 18th day of January, 1996, by Richard W. Shaffer, II, who is personally known to me (or has produced via as identification) and did/did not take an oath.

Thomas A. Collins, Jr.
Notary Public

Typed, Printed or Stamped Name

My Commission Expires: _____

My Commission No: _____



ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida Business Corporation Act in all other respects.

Dated: JANUARY 18TH, 1996.

By: [Signature]
Richard W. Shaffer, II
Registered Agent

clients\transaction\Shaffer\Articles of Incorporation of Jan. 16, 1996(dd)

FILED
96 JAN 24 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9600000 1552
TREISER, KOBZA & VOLPE, CHTD.

ATTORNEYS AT LAW

The Northern Trust Building
4001 Tamiami Trail North
Suite 330
Naples, Florida 33940
Telephone (941) 649-4990
Fax (941) 649-0823

February 13, 1996

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

Thomas A. Collins, II *
Kent A. Johnson **
Catherine B. Kidon
Kim Patrick Kobza †
Stanley J. Lieberfarb
William L. Rogers
Richard M. Troiner
Michael J. Volpe

Richard A. Shpack †
of Counsel

* Also admitted in Kentucky
** Also admitted in Iowa
† Also admitted in Michigan

† Board Certified
Tax Attorney

RE: SHAF ENTERPRISES, INC., to be known as
RICHARD W. SHAFFER, II, P.A.

Dear Sir/Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation for Shaf Enterprises, Inc., along with a check in the amount of \$35.00 for filing costs. Please file this document and return the file-stamped copy to me at the above address.

Thank you for your attention to this matter. If you have any questions, please feel free to call me.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

TA Collins

Thomas A. Collins, II
For the Firm
TAC/dd
Enclosures

cc: Mr. Richard W. Shaffer, II

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*****35.00 *****35.00

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

clients\transactions\Shaffer\Letter to Sec. of State of Feb. 13, 1996(dd)

W9600000 3945
Name Change
LFJ 3-6-96
~~1789, 524, 1040, 67109~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 MAR -5 PM 2: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 21, 1996

Thomas A. Collins, II, Esquire
% Thelser, Kobza & Volpe
4001 Tamiami Trail North, Suite 330
Naples, FL 33940

SUBJECT: SHAF ENTERPRISES, INC.
Ref. Number: P96000007552

We have received your document for SHAF ENTERPRISES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete number fifth and sixth. The document must be signed by Richard W. Shaffer, II.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 696A00007600

TREISER, KOBZA & VOLPE, CHTD.

ATTORNEYS AT LAW

The Northern Trust Building
4001 Dunlami Trail North
Suite 330
Naples, Florida 33940
Telephone (941) 649-4900
Fax (941) 649-0823

February 26, 1996

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

Thomas A. Collins, II *
Kent A. Johnson **
Catherine H. Kiden
Kim Patrick Kobza ◊
Stanley J. Leberfarb
William L. Rogers
Richard M. Treiser
Michael J. Volpe

Richard A. Shapack †
of Counsel

* Also admitted in Kentucky

** Also admitted in Iowa

◊ Also admitted in Michigan

† Board Certified
Tax Attorney

RE: SHAF ENTERPRISES, INC., to be known as
RICHARD W. SHAFFER, II, P.A.
Your Ref. Number: P96000007552

Dear Sir/Madam:

With reference to your letter dated February 21, 1996, (copy attached), enclosed find the original and one copy of the Articles of Amendment reflecting the following changes:

1. Items Fifth and Sixth have been properly completed.
2. The statute number in the first paragraph has been changed to Section 607.1006.

As indicated in your letter, you already have the \$35.00 filing fee.

Please process this document and return the certified copy to me at the above address.

Thank you for your attention to this matter, and if you have any questions, please do not hesitate to call me.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.



Thomas A. Collins, II
For the Firm
TAC/dd
Enclosures

FILED
96 MAR -5 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 MAR -5 PM 2: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF SHAF ENTERPRISES, INC.**

NOW KNOWN AS RICHARD W. SHAFFER, II, P.A.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST:

Article One of the Articles of Incorporation is hereby deleted in full and the following language shall be inserted in its place:

ARTICLE ONE
NAME AND ADDRESS

1.01. The name of the corporation shall be RICHARD W. SHAFFER, II, P.A. The address of the corporation is 4548 Genoa Avenue, Naples, Florida 33940

SECOND:

3.01. Article Three of the Articles of Incorporation is hereby deleted in full and the following language shall be inserted in its place:

ARTICLE THREE
PURPOSE

3.01. The purpose for which the Corporation is organized shall be to engage in the practice of Real Estate Salesman within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

THIRD:

The following language is hereby added to the Articles of Incorporation as Article Nine.

ARTICLE NINE
PROFESSIONAL SERVICES

9.01. The professional services of the Corporation shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized to practice as a Real Estate Salesman within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules applicable to Real Estate Salesmen in the State of Florida including the applicable Rules of the Florida Department of Professional Regulation.

FOURTH:

The following language is hereby added to the Articles of Incorporation as Article Ten.

ARTICLE TEN
LIMITATIONS OF CORPORATE STOCK

10.01. No one other than an individual who is duly licensed to practice as a Real Estate Salesman under the laws of the State of Florida may own any corporate stock of this Corporation; nor may any shareholder enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

If any officer, shareholder, agent or employee of this Corporation who has been rendering professional services as a Real Estate Salesman to the public becomes legally disqualified to render such services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the Corporation.

FIFTH:

The date of the adoption of the amendment was the 19th day of FEBRUARY, 1996.

SIXTH:

The amendment was approved by the sole shareholder and the number of votes cast for the amendment was sufficient for approval. Voting by voting groups was not required.

Dated the 19th day of FEBRUARY, 1996.

RICHARD W. SHAFFER, II, P.A.



Richard W. Shaffer, II, Incorporator,
President and Sole Director

Attest:


Richard W. Shaffer, II, Secretary