

P 96 0000 87229

TRANSMITTAL LETTER

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

FILED
96 OCT 21 AM 8:33
TALLAHASSEE, FLORIDA

SUBJECT: NICHAEAL W. RAUCH, P.A.
(Proposed corporate name - must include suffix)

900001982349--2
-10/22/96--01044--009
****131.25 ****131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Michael W. Rauch
Name (printed or typed)
871 E. Commercial Boulevard
Address
Ft. Lauderdale, Florida 33334
City, State & Zip
(954) 771-4400 (954) 489-4718 Direct
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

F. CHESLER OCT 23 1996

ARTICLES OF INCORPORATION

OF

MICHAEL W. RAUCH, P.A.

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TALLAHASSEE, FLORIDA

The undersigned, all of whom are duly licensed real estate brokers, broker/salesman or salespersons in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be MICHAEL W. RAUCH, P.A.

ARTICLE II

DURATION

The period of the corporation's duration shall be perpetual.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized shall be to engage in and carry on all branches of the service of a real estate brokerage and/or business brokerage organization within the State of Florida, and to do those things that are necessary or proper in connection with that service including, but not limited to, the following:

- (a) (1) As principal, agent, salesperson, or broker, and on commission or otherwise; to buy, sell, exchange, rent, lease, let, grant, or take licenses in respect of, improve, develop, repair, manage, maintain, appraise, list, auction, consult over and operate real property of every kind, corporeal and incorporeal, and every kind of estate, right, or

interest therein or pertaining thereto; and generally, to do everything suitable, proper, and conducive to the successful conduct of a real estate agency in all its branches and departments. (2) As principal, agent, salesperson, or broker, and on commission or otherwise; to buy, sell, raise funds for, merge, exchange, rent, lease, let, grant, or take licenses in respect of, appraise, list, auction, and consult over businesses of every kind, corporeal and incorporeal, and every kind of estate, right, or interest therein or pertaining thereto; and generally, to do everything suitable, proper, and conducive to the successful conduct of a business brokerage agency in all its branches and departments.

- (b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.
- (c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.
- (d) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.
- (e) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

ARTICLE IV CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares. Such shares shall be of a single class of common stock, and shall have a par value of ONE (\$1.00) DOLLAR per share.

**ARTICLE V
CAPITAL**

The amount of stated capital with which the corporation shall begin business is FIVE (\$500.00) HUNDRED DOLLARS.

**ARTICLE VI
REGISTERED OFFICE**

The location and address of the corporation's initial registered office in this State is 871 East Commercial Boulevard, Ft. Lauderdale, Florida 33334 and the corporation's mailing address shall be 871 East Commercial Boulevard, Ft. Lauderdale, Florida 33334.

**ARTICLE VII
REGISTERED AGENT**

The initial registered agent of this corporation is MICHAEL W. RAUCH, and the address of the initial registered agent is 871 East Commercial Boulevard, Ft. Lauderdale, Florida, 33334.

**ARTICLE VIII
INCORPORATORS**

The names and addresses of the incorporators are:

NAME	ADDRESS
Michael W. Rauch	871 E. Commercial Boulevard Ft. Lauderdale, Florida, 33334

**ARTICLE IX
DIRECTORS**

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the names and addresses of the initial directors is:

NAME	ADDRESS
Michael W. Rauch	871 E. Commercial Boulevard Ft. Lauderdale, Florida, 33334

The initial directors shall hold office until their successors are elected and qualify as provided by the bylaws. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XII RESTRICTIONS ON ISSUANCE AND TRANSFER OF SHARES

No share of stock of this corporation shall be issued or transferred to any person who is not a duly licensed real estate broker in the State of Florida. In the event of the death of any shareholder said shares shall be distributed according to the Last Will and Testament of the individual shareholder.

In witness whereof, we, the undersigned incorporators of this corporation, have executed these Articles of Incorporation at Ft. Lauderdale on OCT 17, 1996.


MICHAEL W. RAUCH

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared MICHAEL W. RAUCH, to me well known and known to me to be the Incorporator of MICHAEL W. RAUCH, P.A., and he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 17TH day of October, 1996.



SHIRLEY L. DEVRIES
MY COMMISSION # CC363082 EXPIRES
April 10, 1998
BONDED THROUGH TROY FARM INSURANCE, INC.

Shirley L. Devries
Notary Public

My Commission Expires: 04/10/98

I, MICHAEL W. RAUCH, having been appointed Registered Agent of MICHAEL W. RAUCH, P.A., do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 17 day of Oct, 1996.

W. Rauch

MICHAEL W. RAUCH

FILED
96 OCT 21 AM 8:33
CLERK OF STATE
TALLAHASSEE, FLORIDA