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Division of Corporations

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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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To: Division of Corporations  
Fax Number : (850)922-4003

From: Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.  
Account Number : 076666002140  
Phone : (813)461-1818  
Fax Number : (813)441-8617

FOREIGN PROFIT QUALIFICATION

J.M. GIBBS PROPERTIES, INC.

Certificate of Status	1
Certified Copy	0
Page Count	85 06
Estimated Charge	\$1,228.75

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### TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Investprop, Ltd., a Louisiana corporation  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Tami Lee Meagher  
(Name of Person)  
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.  
(Firm/Company)  
911 Chestnut Street  
(Address)  
Clearwater, Florida 33756  
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Tami Lee Meagher at ( 727 ) 461-1818  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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**RESOLUTIONS OF BOARD OF DIRECTORS  
OF INVESTPROP, LTD.**

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of INVESTPROP, LTD., a Louisiana corporation (the "Corporation") and the keeper of the records and corporate seal of the Corporation, and that the following is a true and correct copy of resolutions duly adopted at a meeting of the Board of Directors of the Corporation, held in accordance with the Certificate of Incorporation and Bylaws of the Corporation on the 27<sup>th</sup> day of April, 1999.

**RESOLVED**, that INVESTPROP, LTD. (the "Corporation") shall adopt the name J.M. GIBBS PROPERTIES, INC. to be used for purposes of transacting business in the State of Florida. The adoptive name has been chosen because the name INVESTPROP, LTD. is not currently available for use in the State of Florida, and be it further

**RESOLVED**, that the adoption of such corporate name contemplated by the foregoing resolution is in furtherance of the purposes of the Corporation; and be it further

**RESOLVED**, that all members of the Board of Directors have ratified and approved this resolution.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of the Corporation to be hereunto affixed, this 27<sup>th</sup> day of April, 1999.

*Rose Marie Gibbs*  
ROSE MARIE GIBBS, Secretary

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

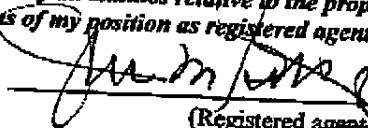
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Investprop, Ltd., a Louisiana corporation  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Louisiana 3. 72-0788413  
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. August 25, 1969 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 15, 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3900 N. Causeway Boulevard, Suite 1470  
Metairie, Louisiana 70002  
(Current mailing address)
8. Real Estate Development  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: James M. Gibbs, II  
Office Address: 801 West Bay Drive, Suite 406  
Largo, Florida, 33770  
(Zip code)

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**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
(Registered agent's signature)  
James M. Gibbs, II

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: James M. Gibbs, II, Director

Address: 801 West Bay Drive, Suite 406

Largo, Florida 33770

Vice Chairman:

Address:

Director: Rose Marie Gibbs

Address: 801 West Bay Drive, Suite 406

Largo, Florida 33770

Director: James M. Gibbs, III

Address: 801 West Bay Drive, Suite 406

Largo, Florida 33770

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: James M. Gibbs, II

Address: 801 West Bay Drive, Suite 406

Largo, Florida 33770

Vice President: James M. Gibbs, III

Address: 801 West Bay Drive, Suite 406

Largo, Florida 33770

Secretary: Rose Marie Gibbs

Address: 801 West Bay Drive, Suite 406

Largo, Florida 33770

Treasurer: Rose Marie Gibbs

Address: 801 West Bay Drive, Suite 406

Largo, Florida 33770

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)  
James M. Gibbs, II, Chairman

14.

(Typed or printed name and capacity of person signing application)

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UNITED STATES OF AMERICA  
State of Louisiana



**Box McKeithen**

**SECRETARY OF STATE**

*As Secretary of State of the State of Louisiana, I do hereby Certify that*

**INVESTPROP, LTD.**

A LOUISIANA corporation domiciled at METAIRIE,  
Filed charter and qualified to do business in this State on  
August 25, 1969,

I further certify that the records of this Office indicate  
the corporation has paid all fees due the Secretary of  
State, and so far as the Office of the Secretary of State is  
concerned is in good standing and is authorized to do  
business in this State.

I further certify that this Certificate is not intended to  
reflect the financial condition of this corporation since  
this information is not available from the records of this  
Office.

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*In testimony whereof, I have hereunto set  
my hand and caused the Seal of my Office  
to be affixed at the City of Baton Rouge on,*

March 24, 1999  
*Box McKeithen*

CLO

*Secretary of State*

