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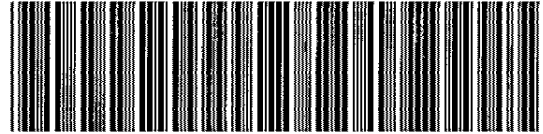
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STATE DEPT OF TALL
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. McKnight AUG 30 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 554612 7499207

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pignato

ORDER DATE : August 20, 2005

ORDER TIME : 10:10 AM

ORDER NO. : 554612-001

CUSTOMER NO: 7499207

CUSTOMER: Mr. Arturo E. Otero
Mr. Arturo E. Otero

2439 Timothy Lane

Kissimmee, FL 34743

DOMESTIC FILING

NAME: OSCEOLA ASSOCIATION OF
HISPANIC REAL ESTATE
PROFESSIONALS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

OSCEOLA ASSOCIATION OF HISPANIC REAL ESTATE PROFESSIONALS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2439 Timothy Lane
Kissimmee, FL 34743

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To increase the Hispanic Homeownership Rate by Empowering the Real Estate professionals that Serve Hispanic Consumers.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

See Attachment

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

ARTURO E. OTERO	2439 TIMOTHY LANE, KISSIMMEE, FL 34743
JENNY MARTIR	931 W. OAK ST, SUITE 100, KISSIMMEE, FL 34741
TATIANA SZOR-TOLEDO	7360 BRYAN DAIRY ROAD S. 200, LARGO, FL 33777

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:
Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

ARTURO E. OTERO 2439 TIMOTHY LANE, KISSIMMEE, FL 34743

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Corporation Service Company

By: Laura R. Dunlap Laura R. Dunlap
Signature/Registered Agent as its agent

8/29/05
Date

Arturo E. Otero
Signature/Incorporator
ARTURO E. OTERO

8-25-05
Date

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CLERK OF CIRCUIT COURT
DIVISION OF CORPORATIONS
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Number, Tenure, and Qualifications. The number of Directors shall be no more than 15. A minimum of three (3) must be Real Estate Brokers. The number of Directors may be increased or decreased from time to time by amendment to these bylaws adopted by the members of [ORG. NAME I.E OAHREP] then having the right to vote at an election of Directors. Each Director shall hold office until the annual meeting of members during the year in which his or her term expires and until his or her successor shall have been elected and qualified. Directors need not be residents of the State of [name of state]. Any member having voting rights at an election of Directors may be a candidate for the directorships on the Board of Directors to be filled on such election.

Selection of Directors. Two of the 15 members of the Board shall be appointed to a one year term by the Chairperson with the approval of the Board of Directors. One of the appointed Director positions shall be filled by [ORG. NAME I.E OAHREP] member knowledgeable, involved or employed in the mortgage industry, the other to be filled by a [ORG. NAME I.E OAHREP] member knowledgeable, involved or employed in public or private corporations.

- (a) A one year Director position shall be reserved for the immediate Past Chairperson of the Board of Directors.
- (b) one A year Director position shall be reserved for the immediate Past Chairperson of the Board of Directors.
- (c) The remaining 7 directors shall be elected by the members. At each annual meeting of the members, three Directors shall be elected and seated and the terms of such Directors shall be two (2) years. However, in case of a tie that involves more candidates than seats on the Board of Directors remaining to be filled, a run-off election will be held among those candidates for the remaining seats.

Vote at Election of Directors. At each meeting of the members of [ORG. NAME I.E OAHREP] for the election of Directors, each member in good standing shall have the right to cast as many votes as there are directorships up for election on the Board of Directors, provided that a member in good standing may not cast more than one (1) vote for any one (1) nominee.

- (d) Nominations. The Board of Directors shall appoint, not less than forty (40) nor more than sixty (60) days before the date of the meeting of the members at which Directors are to be elected, a Nominating Committee consisting of three (3) [ORG. NAME I.E OAHREP] members. No Director or Director candidate may serve on the Nominating Committee. The Nominating Committee shall forthwith prepare a list of the directorships up for election and a nominating petition form for use by the membership desiring to be a candidate for one of the directorships up for election. The Secretary shall mail to all members of [ORG. NAME I.E OAHREP] at their last known post shall mail to all members of [ORG. NAME I.E OAHREP] at their last known post office address, at least thirty (30) days before the date of the meeting, a copy of the list of directorships up for election and a copy of the nominating petition form. Any member desiring to be a candidate for one of the directorships up for election must secure the written nominating petition form, of five (5) current members. Any five (5) members acting together may make nominations by petition for the directorships up for election. The Secretary shall prepare and mail to all members of [ORG. NAME I.E OAHREP] at their last known post office address, at least ten (10) days before the date of the election, a list of the names, addresses of the candidates for the directorships up for election. Nominations made by petition, in any event, must be received at least five (5) days before the election and shall be included on the official ballot. Later nominations by petition shall be treated as write-

in nominations. All nominating petitions are to be returned to the Nominating Committee. Write-in nominations shall be permitted if the member so nominated receives the nomination of five (5) members. A member may nominate as many eligible members for the directorships up for election as it desires.