

11/08/2005 12:12 FAX

FOWLER WHITE

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NO5000011409

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

PLEASE NOTE:

Effective as of 11/8/2005.

From:

Account Name : FOWLER WHITE BOGGS BANKER - JACKSONVILLE
Account Number : I20040000146
Phone : (904)598-3100
Fax Number : (904)598-3131

FLORIDA NON-PROFIT CORPORATION

NEFMA, Inc.

Certificate of Status	0
Certified Copy	0
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D. WHITE NOV - 9 2005

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**ARTICLES OF INCORPORATION
OF
NEFMA, INC.**

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(A Corporation Not For Profit)

TALLAHASSEE, FLORIDA

**ARTICLE I
NAME AND ADDRESS**

The name of this corporation is NEFMA, Inc. (hereinafter referred to as the "Corporation"). The current address and principal office of the Corporation is: 12226 Beach Blvd., Suite 12, Jacksonville, FL 32246.

**ARTICLE II
AUTHORITY**

The Corporation is organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes as a not for profit corporation.

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated in order to promote and advertise cooperatively for the common business interests and benefit of certain of the Help-U-Sell real estate offices located in North East Florida, including offices owned by Franchisees and offices owned in whole or in part by the Franchisor, in order to realize the benefits of cooperative advertising and to foster and exchange of ideas between them.

**ARTICLE IV
MEMBERS**

The Corporation shall have one or more classes of members as set forth in the Bylaws of this Corporation.

**ARTICLE V
DIRECTORS**

The number of directors of the Corporation shall be as set forth in the Bylaws of this Corporation, which in no event shall be less than three (3). The manner of electing directors of this Corporation shall be as set forth in the Bylaws of this Corporation.

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**ARTICLE VI
INDEMNIFICATION**

This Corporation shall indemnify its directors, officers, employees, and its former officers, directors, and employees to the full extent permitted by applicable law.

**ARTICLE VII
REGISTERED AGENT AND STREET ADDRESS**

The initial registered office of this corporation in the State of Florida is 50 North Laura Street, Suite 2200, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Fowler White Boggs Banker P.A., Attention: Michael E. Goodbread, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Fowler White Boggs Banker P.A.	50 North Laura Street Suite 2200 Jacksonville, Florida 32202

IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the incorporator as its authorized agent, has hereunto set his hand and affixed his seal this 8th day of November, 2005.

Fowler White Boggs Banker P.A.

By: 

Michael E. Goodbread, Jr.

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
NEFMA, INC.**

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(a Corporation Not For Profit)

TALLAHASSEE, FLORIDA

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.

IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the designated Registered Agent as its authorized representative, has hereunto set his hand and seal in Jacksonville, Duval County, Florida, on this 8th day of November, 2005.

Fowler White Boggs Banker P.A.

By: 
Michael E. Goodbread, Jr.

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