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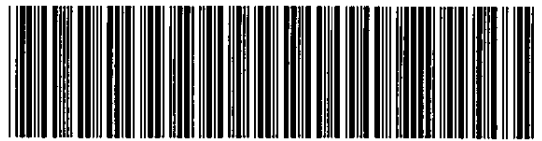
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TALLAHASSEE, FLORIDA

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## BORDELON & SCHULTZ LAW FIRM

P.L.

Established 1974

2721 Gulf Breeze Parkway  
Gulf Breeze, Florida 32563  
Tel (850) 934-1000  
Fax (850) 934-1050

[www.lawbordelon.com](http://www.lawbordelon.com)

October 24, 2007

**VIA REGULAR U.S. MAIL**

Secretary of State  
ATTN: Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: Escambia-Santa Rosa Real Estate Council, Inc.**

To Whom It May Concern:

Please find the enclosed Articles of Incorporation for Florida Non-Profit Corporation for the above-referenced Company. Also, please find our check for \$78.75 for the filing fee and Certificate of Status, as well as a self-addressed, stamped envelope for the return of the Certificate of Status.

If there are any questions or concerns please do not hesitate to contact our office.

Sincerely,



Kiley A. Bolster, Paralegal to  
Kerry Anne Schultz, Esquire

/kab  
Enclosure  
Cc: client

## COVER LETTER

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

**SUBJECT:** ESCAMBIA-SANTA ROSA REAL ESTATE COUNCIL, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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 of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: KERRY ANNE SCHULTZ, ESQUIRE  
Name (Printed or typed)

2721 GULF BREEZE PARKWAY  
Address

GULF BREEZE, FLORIDA 32563  
City, State & Zip

850.934.1000  
Daytime Telephone number

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

FILED  
2007 OCT 26 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ESCAMBIA-SANTA ROSA REAL ESTATE COUNCIL, INC.**  
**A FLORIDA NON-PROFIT CORPORATION**

**THE UNDERSIGNED**, hereby for the purpose of forming a corporation not for profit under Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of this corporation is ESCAMBIA-SANTA ROSA REAL ESTATE COUNCIL, INC. The principal place of business is 2590 N. 12<sup>th</sup> Avenue, Pensacola, Florida 32503.

**ARTICLE II**  
**DURATION**

The duration of this corporation is perpetual.

**ARTICLE III**  
**PURPOSE**

The general purposes for which this non-profit corporation is organized are:

(1) To encourage and promote the use of attorneys in real estate transactions; to foster and cultivate professional relations among real estate attorneys and other real estate professionals in the Escambia-Santa Rosa area; to provide educational opportunities for real estate attorneys; and to promote the understanding by real estate professionals and the general public of the role of attorneys in real estate transactions.

(2) The Corporation is irrevocably dedicated to and operated exclusively for not for profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

(3) To do such other things as are incidental to the foregoing or necessary, implied, helpful, or desirable in order to accomplish the foregoing.

**ARTICLE IV**  
**POWERS**

The Corporation is empowered:

(1) To do all lawful things necessary to carry out the purposes stated in Article III.

(2) To have all the corporate powers enumerated in the Florida Not For Profit Corporation Act not inconsistent with these articles and appropriate for not for profit corporations.

#### **ARTICLE V** **DIRECTORS**

The number of directors of the Corporation shall be as provided in the Bylaws; however, the number of directors shall not be less than three. The directors shall be elected as provided in the Bylaws. The directors of the Corporation must at all times be members of the Corporation. The original directors, and the terms for which each will serve, are set forth below:

<u>NAME</u>	<u>TERM</u>
KERRY ANNE SCHULTZ	Until first meeting
PAUL FLOUNLACKER	Until first meeting
BRIAN HOFFMAN	Until first meeting
KENNETH FOUNTAIN	Until first meeting

The directors shall serve without compensation.

#### **ARTICLE VI** **MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors. The powers of this corporation shall be exercised and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors may be changed by a Bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held in Pensacola, Florida, or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate of other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act.

#### **ARTICLE VII** **MEMBERSHIP**

The manner of admission and the grounds for termination of membership in the Corporation

shall be as provided in the Bylaws.

#### **ARTICLE VIII** **OFFICERS**

The Corporation shall have those officers described in, and elected in the manner provided by, the Bylaws.

#### **ARTICLE IX** **INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE X** **BYLAWS**

Bylaws of the Corporation may be adopted, altered or rescinded by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

#### **ARTICLE XI** **DISSOLUTION**

In the event of dissolution of the Corporation, the residual assets of the Corporation will be distributed to one or more organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE XII** **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office, and the mailing address of the Corporation in this State, is 2590 N. 12<sup>th</sup> Avenue, Pensacola, Florida 32503, and the name of its initial registered agent is Kerry Anne Schultz, Esquire, of Bordelon & Schultz Law Firm, P.L., whose address is 2721 Gulf Breeze Parkway, Gulf Breeze, Florida 32563.

#### **ARTICLE XIII** **INCORPORATORS**

The name and address of the Incorporator is Kerry Anne Schultz, Esquire, 2721 Gulf Breeze Parkway, Gulf Breeze, Florida 32563.

#### **ARTICLE XIV** **AMENDMENT**


These Articles of Incorporation may be amended in the manner provided by law.


IN WITNESS WHEREOF, I have subscribed my name this 24<sup>th</sup> day of October, 2007.

  
KERRY ANNE SCHULTZ, Incorporator

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of October, 2007, by KERRY ANNE SCHULTZ, who ☒ is personally known to me or who ☐ has produced a driver's license as identification and has not taken an oath.

NOTARY PUBLIC-STATE OF FLORIDA  
 Kiley A. Bolster  
Commission # DD456031  
Expires: JULY 31, 2009  
Bonded Thru Atlantic Bonding Co., Inc.

  
NOTARY PUBLIC  
Commission No.  
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT


Kerry Anne Schultz, Esquire, the designated resident agent of ESCAMBIA-SANTA ROSA REAL ESTATE COUNCIL, INC., does hereby certify that her address is 2721 Gulf Breeze Parkway, Gulf Breeze, Florida 32563, does hereby accept the designation and appointment as resident agent of ESCAMBIA-SANTA ROSA REAL ESTATE COUNCIL, INC., a Florida Non-Profit Corporation, and is familiar with and accepts the duties and obligations of registered agent.

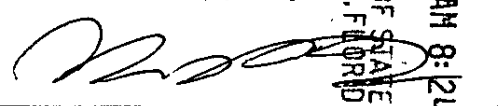
DATED this 24<sup>th</sup> day of October, 2007

  
KERRY ANNE SCHULTZ, ESQUIRE

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of October, 2007, by KERRY ANNE SCHULTZ, who ☒ is personally known to me or who ☐ has produced a driver's license as identification and has not taken an oath.

NOTARY PUBLIC-STATE OF FLORIDA  
 Kiley A. Bolster  
Commission # DD456031  
Expires: JULY 31, 2009  
Bonded Thru Atlantic Bonding Co., Inc.

  
NOTARY PUBLIC  
Commission No.  
My Commission Expires:

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SECRETARY OF STATE