

N10000005736

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700181658227

06/07/10--01026--001 **70.00

FILED
2010 JUN 14 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2442-012
629

JOSEPH E. SEAGLE*
ARVIND MAHENDRU
ERICK P. STEFFENS

* Admitted in the District of Columbia,
North Carolina, South Carolina, &
Florida

JOSEPH E. SEAGLE, P.A.

ATTORNEY AT LAW
924 West Colonial Drive
Orlando, Florida 32804

RECEIVED

Telephone: (407) 770-0100
Facsimile: (407) 770-0200

10 JUN -4 AM 10:44

May 28, 2010

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
(850) 245-6052

RE: Licensed Timeshare Resale Broker's Association, Inc.

Gentlemen:

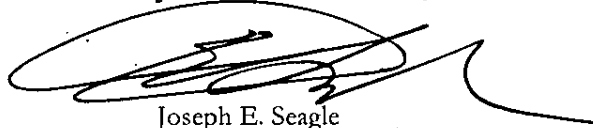
Enclosed are Articles of Incorporation with one conformed copy regarding the above-referenced company. We also enclose our check in the amount of \$70.00 for your filing fees.

Please file these documents at your earliest convenience and return an acknowledgment to our office.

If there are any questions or problems, please do not hesitate in contacting us. Until then, I remain,

Cordially Yours,

JOSEPH E. SEAGLE, P.A.



Joseph E. Seagle
For the Firm

Enclosures

FILED
2010 JUN 14 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REAL ESTATE, TITLE INSURANCE, & BUSINESS LAW



JOSEPH E. SEAGLE, P.A.
ATTORNEYS AT LAW

**ARTICLES OF INCORPORATION
OF
LICENSED TIMESHARE RESALE BROKERS ASSOCIATION, INC.**

**Article I.
Name**

The name of the corporation shall be: Licensed Timeshare Resale Brokers Association, Inc.

**Article II.
Principal place of business and mailing address**

The principal place of business and mailing address of this corporation shall be: 7512 Dr. Phillips Blvd., Suite 50-301, Orlando, Orange County, State of Florida, 32819-5420.

**Article III.
Purposes**

The corporation is a not-for-profit corporation. The purposes for which the corporation is organized are:

- (a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education, certification, and communication of and among licensed real estate sales persons and brokers whose real estate practice is focused on the resale of timeshare and vacation ownership interests.
- (b) The general purposes for which this corporation is formed are to operate exclusively for not-for-profit educational purposes which will qualify it as an exempt organization under 26 U.S.C.A. § 501(c)(6), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

**Article IV.
Board of Directors**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. There shall be members or class of members of this corporation other than its directors. The criteria for the admission of members shall be established by the Board of Directors as set forth in the bylaws of this corporation. The members of the Board of Directors shall be elected by the Members. The number of directors of the corporation shall be not less than three; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors shall have no right, title, or interest in its income, property, or assets, nor shall any portion of its income, property, or assets be distributed to any director member on the dissolution or winding up of this corporation. Directors of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and

FILED
2010 JUN 14 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Residential Address</u>
Tom Tubbs	10351 Saddlebow Lane, Sarasota, FL 34241
Saundra Mock	22007 Marine View Drive, Ste. 103, Des Moines, WA 98198
Judith T. Kozlowski	11251 Ledge ment Lane, Windermere, FL 34786

The manner of electing directors shall be as follows:

The active (as defined in the bylaws of the corporation) shall elect directors annually by simple majority vote. The directors elected may include some or all of the existing directors. At the first annual meeting of the directors, the members of the board of directors shall be divided into three classes of up to two members each. The members of the first class shall hold office for a term of one year; the members of the second class shall hold office for a term of two years; the members of the third class shall hold office for a term of three years. At all subsequent annual elections two directors shall be elected by the members for a term of three years to succeed the two directors whose term then expires; provided that nothing here shall be construed to prevent the reelection of a director.

Article V. Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Joseph E. Seagle	924 West Colonial Drive, Orlando, FL 32804

Article VI. Corporation Powers

The corporate powers of this corporation are as provided in Fla. Stat. § 617.0302, including, but not limited to the following powers to:

1. Sue and be sued, complain and defend, in its corporate name.
2. Have a corporate seal which may be altered at pleasure of the board of directors, and to use the seal by causing it, or a facsimile of it, to be impressed or affixed or in any other manner reproduced.
3. Purchase, take, receive lease as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use, and otherwise deal in and with any real or personal property, or any interest in such property, wherever situated, as may be necessary and proper for carrying on its legitimate affairs.
4. Receive and take by gift, grant, assignment, transfer, devise, or bequest, any real or personal property in trust for any charitable, religious, educational, scientific, or benevolent purposes and for such other purposes as may be necessary and proper for carrying on its legitimate affairs and to execute and perform all such trusts in accordance with the terms, conditions, limitations, and restrictions of the trust.

Particularly, but by no way of limitation, the board of directors may from time to time on behalf of the

corporation accept gifts of money or securities on the terms that they shall approve, and may hold the cash or securities in the name of the corporation or of any nominee or nominees that the board of directors may appoint, and may collect and receive the income of those gifts and devote the principal or income of those gifts to benevolent or charitable purposes within the scope of the activities of the corporation as the board of directors may determine. The board of directors may enter into an agreement with any donor to continue to devote the principal or income of his or her gift to any particular purpose that the donor may designate, provided that the purpose is duly approved or ratified by resolution of the board of directors; and after the agreement, the principal or income of that particular gift shall be devoted in accordance with the agreement for the time specified in the agreement.

5. Sell, convey, mortgage, pledge, lease as lessor, and otherwise dispose of all of its property and assets.
6. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, or employ shares or other interests in or obligations of domestic or foreign corporations, whether for profit or not-for-profit, associations, partnerships, or individuals; and to sell, mortgage, loan, pledge, or otherwise dispose of such shares, interests, or obligations.
7. Make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes at such rates of interest as the corporation may determine; to issue its notes, bonds, annuities, and other obligations; and to secure any of its obligations by mortgage, pledge, deed of trust of all or any part of its property, franchises, and income.
8. Invest its funds from time to time in any real or personal property; to lend money for its corporate purposes; and to take and hold real and personal property as security for the payment of funds so invested or lent.
9. Conduct its affairs, carry on its operations, and have its offices within and without Florida, and to exercise in other states, territories, districts, or possessions of the United States, or in any foreign country, the powers granted in these articles of incorporation and granted by the Florida Statutes, Section 617.0302.
10. Elect or appoint officers and agents of the corporation, and to define their duties and fix their compensation.
11. Make and alter bylaws not inconsistent with its articles of incorporation or with the laws of Florida for the administration and regulation of the affairs of the corporation.
12. Use, distribute, and apply its income and assets, either directly or indirectly or through any religious, charitable, benevolent, or educational institution, corporation, association, or agency, as the directors may at any time determine; and generally to do all things lawful and incidental to, or reasonably necessary for, the carrying out of the purposes and objects of the corporation.

The corporation shall not issue any shares of stock but may issue membership certificates in the discretion of the board of directors. Such membership certificates, if issued, shall be valid if sealed with the corporate seal and contain the signature of the Chairman of the Board of Directors, along with the countersignature of the Secretary of the Board. Such certificates may expire or terminate upon a date certain. If so, such date shall be specified in the membership certificate.

Article VII.

Corporate Net Earnings; Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in

furtherance of the purpose or purposes set forth in Article III hereof.

The property of this corporation is irrevocably dedicated to not-for-profit educational and certification purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or, if reference to federal law in the articles or certificate of incorporation imposes a limitation that is invalid under the law of the state of incorporation, state: shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose or purposes of this corporation.

Article VIII.

Dedication of Assets: Distribution on Dissolution

The assets of this corporation are irrevocably and permanently dedicated to the purpose or purposes set forth in Article III. Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) or (6) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

Article IX.

Initial registered agent and street address

The name and street address of the initial registered agent is Joseph E. Seagle, P.A., 924 West Colonial Drive, City of Orlando, 32804, Orange County, State of Florida.

Article X.

Officers.

The officers of the corporation may consist of a president, a president-elect, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

**Article XI.
Bylaws**

The bylaws of the corporation are to be made and adopted by the board of directors, but may be altered, amended or rescinded by a super-majority vote of the members.

**Article XII.
Amendment**

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them via a super-majority vote of the members. If there are no members, then such amendment or repeal hereof shall be via a unanimous vote of the board of directors.

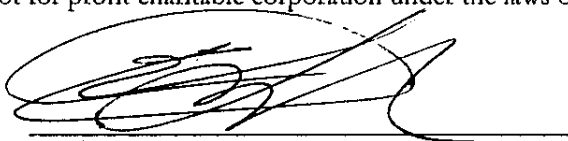
**Article XIII.
Indemnification and Civil Liability Immunity**

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

**Article XIV.
Commencement of Corporate Existence**

The date when corporate existence shall commence is upon the date of filing these Articles upon the records of the Florida Division of Corporations.

The undersigned incorporator has executed these articles of incorporation for the purpose of forming this not for profit charitable corporation under the laws of Florida, on May 28, 2010.



Joseph E. Seagle, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to Fla. Stat. § 617.0501, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. Name of the corporation (must include suffix): Licensed Timeshare Resale Brokers Association, Inc
2. Name and address of the registered agent and office (P.O. Box is NOT ACCEPTABLE):

Joseph E. Seagle, P.A.

924 West Colonial Drive, Orlando, Florida 32804

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

Date: May 28, 2010.

JOSEPH E. SEAGLE, P.A.

By: 

Joseph E. Seagle, Its President

FILED
2010 JUN 14 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA