

**P00000033147**

Requester's Name

ANDRE' M. DAVIS  
8630 N.W. 54th DRIVE  
GAINESVILLE, FLORIDA 32653

City/State/Zip

Phone #

00 MAR 28 AM 7:40

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #) **500003186705--9**  
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(Corporation Name) (Document #)

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|-----------------------------------|---|--|
| <input type="checkbox"/> Walk in  | <input type="checkbox"/> Pick up time _____ | <input type="checkbox"/> Certified Copy        |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait          | <input type="checkbox"/> Photocopy             |
|                                   |   | <input type="checkbox"/> Certificate of Status |

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

**D. BROWN APR - 3 2000**

Examiner's Initials

MAR 28 AM 7:40

**ARTICLES OF INCORPORATION  
OF  
AUSTIN MARCEL  
MORTGAGE & REALTY INVESTMENTS, INC.**

**THE UNDERSIGNED**, for the purpose of becoming a corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME:** The name of the corporation shall be **AUSTIN MARCEL MORTGAGE & REALTY INVESTMENTS, INC.**

**ARTICLE II**

**ADDRESS:** The initial post office address of the principal office of the corporation in the State of Florida shall be 6630 N.W. 54th Drive, Gainesville, Florida 32653. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

**ARTICLE III**

**NATURE OF BUSINESS:** The general nature of the business to be conducted by said corporation shall be and is as follows:

- (a) To buy or otherwise acquire, own, hold, mortgage,

improve or otherwise utilize, mortgage, lease, subdivide, sell or otherwise dispose of, and to exchange, deal and trade in real estate, improved or unimproved, and any and all improvements connected therewith, and in land or any interest therein, for its own account as principal, and to erect, construct, repair, improve and maintain houses, stores and other buildings of all kinds, and to dedicate parks, streets and right-of-way and establish restrictions upon, and to drain, grade, fill, excavate, landscape or otherwise improve the property of the corporation or in which it may be interested, and to engage generally in the real estate development business.

(b) To conduct a general business in the purchase, acquisition, holding, management, and disposition of real estate and interest therein; letting, leasing, and rental of lands, houses and building, the collection of rents, the management, supervision and care of such property, and attending to repairs, insurance, taxes and all other matters incidental to the care and management of such property; to buy or otherwise acquire, hold, use, dispose of, and to trade and deal in and with and to arrange for and obtain real estate mortgages, upon its own property and upon the property of others.

(c) To purchase or otherwise acquire, construct, manufacture, make and fabricate, and to hold, own, use, manage, repair, improve

and utilize, and to sell, pledge, hypothecate, mortgage, lease, transfer and otherwise dispose of, to export, import, trade and deal in and with goods, wares, merchandise, and personal property of every character and description, as principal and to carry on a general mercantile and commercial business in any part of the world.

(d) To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate and to sell or otherwise dispose of, and in all ways to deal in and with, as principal or otherwise, stocks, bonds, notes, debenture, mortgages, certificates of indebtedness, and other obligations and securities of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and notes, mortgages and other obligations of individuals, and investment securities and choses in action generally, with power to issue its own securities in exchange therefore to the extent permitted by the corporation laws of the State of Florida; and to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of and to do all things equitable and proper for the protection, conservation and enhancement of the value of any securities, choses in action, properties or investments held by it; and to possess and exercise, in respect to any thereof, all the rights, powers and privileges of individual owners or holders

thereof, and to exercise any and all voting powers thereon with respect thereto.

(e) Without limit as to amount, to borrow money for the purposes of the corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants, and other negotiable or transferable instruments, and to execute, issue, sell and dispose of bonds, notes, debentures, and other obligations of the corporation from time to time for any of its objects and purposes, without or with security, and, if so determined, to secure the same by mortgage, pledge, deed of trust, or otherwise.

(f) To acquire the good will, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or corporation, bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transfer or; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the power necessary or convenient in the and about the conduct and management of such business.

(g) To aid, by loan, subsidy, guaranty or in any other manner

whatsoever, any corporation, firm, syndicate, association or individual to the extent that the Board of Directors may deem advisable to promote the business, interests and purposes of the corporation, and any corporation whose stock, bonds, securities, or other obligations are in any manner, either directly or indirectly, held or guaranteed by the Corporation; to do any and all other acts or things toward the preservation, protection, improvement or enhancement in value of any stock, bonds, securities or other obligations, and to do any or all such acts or things designed to accomplish any such purpose.

(h) To employ its surplus earnings or accumulated profits from time to time as its Board of Directors may determine, to purchase or otherwise dispose of or turn to account, as its Board of Directors may from time to time determine the stocks, bonds debentures or other securities of the corporation, to the extent permitted by law.

(i) To enter into, make, perform and carry out contracts, for any lawful purpose pertaining to the business of the corporation, without limit as to amount, with any persons, firm, syndicate, committee, association or corporation, or municipal or governmental board, body, bureau, authority or agency, domestic or foreign, now or hereafter to be organized.

(j) To have one or more offices, and to carry on its operations and to transact its business and promote its objects and purposes within the State of Florida or elsewhere, either alone or with other companies, firms or individuals, without restriction as to place or amount, and to have, use, exercise and enjoy all the general powers of like corporations; and to do all and every act or acts, thing or things necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, or incidental or pertaining to or growing out of or connected with the aforesaid business or powers, or any parts thereof, provided the same be consistent with the laws under which this corporation is organized.

**IN GENERAL,** and in connection with the foregoing, this corporation has been organized for the purpose of conducting any and all lawful business for which corporations of a like nature may be organized under the laws of the State of Florida, it being expressly provided that the enumeration of the object, powers and purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the corporation, and none of the clauses contained in this Article shall be in any way limited and restricted by reference to the terms of any other clauses, objects, powers or purposes set forth in the Article, or in any other

Article hereof, but that objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

#### ARTICLE IV

**CAPITAL STOCK:** The amount of the authorized capital stock of the corporation, being the maximum number and the classes of shares of stock that the corporation is authorized to have outstanding at any one time, shall be 5,000,000 shares of common voting stock, having a par value of One and No/100 Dollar (\$1.00) per share. All stock issued shall be fully paid and non-assessable. Any of such stock may be passed and sold in whole or fractional shares. There shall be included in the by-laws of the corporation, provisions recognizing pre-emptive rights of stockholders and limitation of issue and transfer of stock in violation of rights or agreements or the stockholders. The stockholders may include in their agreements among themselves or with the corporation limitations on the transferability or assignment of the stock issued by the corporation or provisions and agreements for pre-emptive rights of purchase with reference to such stock, or any part thereof, whether issued or to be issued, or options for purchase in the event of sale or pledge of stock issued by the corporation.

#### ARTICLE V

**INITIAL CAPITAL:** The amount of the capital with which this corporation will begin business shall not be less than the sum of \$500.00



## ARTICLE VI

**EXISTENCE:** The corporation shall have perpetual existence.

## ARTICLE VII

**DIRECTORS:** The initial number of directors of this corporation shall be one (1) provided, however, that the number of directors may be increased from time to time to a maximum of seven (7) directors in accordance with the by-laws of the corporation.

## ARTICLE VIII

**INITIAL DIRECTORS:** The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions of the by-laws and these Articles of Incorporation, shall hold office until the first annual meeting of the stockholders of the corporation or until their successors are elected and have qualified, are as follows:

### Name

### Post Office Address

Andre' Marcello Davis

6630 N.W. 54th Drive  
Gainesville, Florida 32653

## ARTICLE XI

**OFFICERS:** The names and post office addresses of the initial officers of the corporation are as follows:

### Name

### Office

### Post Office Address

Andre' Marcello Davis President/Treasurer/

6630 N.W. 54th Drive

Secretary

Gainesville, Florida 32653

**ARTICLE X**

**SUBSCRIBERS:** The name and post office address of each subscriber to these Articles of Incorporation and a statement as to the number of shares of stock which each has agreed to take and the value of the consideration to be paid therefore are as follows:

<u>Name &amp; Address</u>	<u>No. of Shares</u>	<u>Value of Consideration</u>
Andre' Marcello Davis 6630 N.W. 54th Drive Gainesville, Florida 32653	1,000	\$500

**ARTICLE XI**

**PREEMPTIVE RIGHTS:** Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price which is offered to others.

**ARTICLE XII**

**INITIAL REGISTERED OFFICE AND AGENT:** The street address of the initial registered office of this corporation is 6630 N.W. 54th Drive, Gainesville, Florida 32653 and the name of the initial registered agent of the corporation at the address is ANDRE' M. DAVIS.

### ARTICLE XIII

**INDEMNIFICATION OF OFFICERS AND DIRECTORS:** This corporation shall indemnify any officer or director, or any former officers, or directors, to the full extent permitted by law.

### ARTICLE XIV

**CONDUCT OF AFFAIRS OF THE CORPORATION:** In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

(a) Subject to such restriction, if any, as are herein expressed and such further restriction, if any, as may be set forth in the by-laws, the Board of Directors shall have the general management and control of the business and may be by statute, or by the Articles of Incorporation or amendments thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

(b) Authorized shares of the capital stock of the corporation shall be issued only for a consideration having a value in the judgement of the Board of Directors at least equivalent to the full par value of such par value stock. Nothing herein shall, however, restrict the issuance of any such stock by the corporation for a consideration of more than the par value of said stock.

(c) The initial by-laws may be adopted by the incorporators hereto. Such by-laws may be amended, altered or repealed only by the stockholders of the corporation by affirmative vote of the holders of a majority of the common stock outstanding and entitled to be voted. No such by-laws shall be in conflict with the provisions of the Articles of Incorporation or of any outstanding prior agreements of the stockholders which appear of record in the minute book or other records of the corporation.

(d) The corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the Board of Directors subject to the by-laws.

(e) At all elections of directors, each holder of common stock shall be entitled to as many votes as shall equal the number of his shares of common stock multiplied by the number of directors to be elected, and he may cast all of such votes, in person or by proxy, for a single director or distribute them among the number to be voted for, or any two or more of the number to be voted for, as he may see fit.

(f) No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporations is or are interested in or is a member, director or officer or are members, directors, or officers

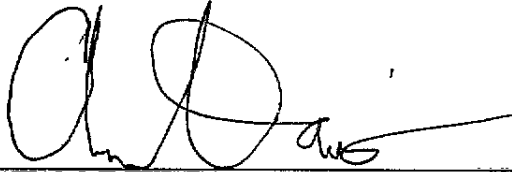
of such other firm or corporation and any director or directors individually or jointly may be party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be interested in such contract, act or transaction or in any way connected with such person. firm, association or corporation, and each is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be interested.

#### **ARTICLE XV**

**AMENDMENTS:** The corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights, conferred upon the stockholders herein are granted subject to this reservation. Every such amendment shall be approved by the holders of at least a majority of the outstanding capital stock.

**IN WITNESS HEREOF,** the undersigned subscribing incorporator has

hereunto set his hand and seal this 27<sup>th</sup> day of March, 2000, for the purposes of forming this corporation under the laws of the State of Florida, and hereby makes, subscribes, acknowledges and files in the office of the Secretary of the State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.




ANDRE' M. DAVIS

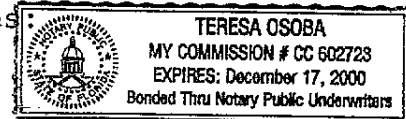
STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME personally appeared this day, **ANDRE' M. DAVIS**, to me well known and known to me to be this individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and the facts set forth therein are true and correct.

WITNESS my hand and official seal this 27<sup>th</sup> day of March, 2000.



Notary Public State of Florida  
My Commission Expires



ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Andre' M. Davis  
Registered Agent

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