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LAW OFFICES  
CASEY WILLIAM COUGHLIN, P.A.  
1515 UNIVERSITY DRIVE, SUITE #214  
CORAL SPRINGS, FLORIDA 33071

FILED  
00 MAR 30 AM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Telephone: 954-227-1136  
Telefax: 954-227-1129

CASEY WILLIAM COUGHLIN  
ALSO ADMITTED IN NEW YORK

March 28, 2000

VIA FEDERAL EXPRESS

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\*\*\*\*\*87.50 \*\*\*\*\*87.50

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: THEODORE F. & SUSANNE BERGER INTERNATIONAL, P.A.

Gentlemen:

Enclosed herewith please find the following relative to the above-named corporation.

1. Original and one copy of the Articles of Incorporation.
2. Check in the sum of \$87.50, representing payment of the following fees and costs:

Filing Fee . . . . .	\$ 35.00
Registered Agent Designation . . . . .	\$ 35.00
Certified Copy . . . . .	\$ 8.75
Certificate of Corporate Status . . . . .	\$ 8.75

TOTAL ENCLOSED . . . . . \$ 87.50

Please return the filed Articles of Incorporation to this office using the enclosed self-addressed, pre-paid Federal Express envelope.

Sincerely,

CASEY WILLIAM COUGHLIN, ESQ.  
CASEY WILLIAM COUGHLIN, P.A.

CWC/jmc  
Enclosures

S. Thompson APR 04 2000

Casey Coughlin GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT ART. VII Should state 2 directors initially  
DATE 4/4  
DOC. EXAM SIT

ARTICLES OF INCORPORATION  
OF

THEODORE F. & SUSANNE BERGER INTERNATIONAL, P.A.

FILED  
00 MAR 30 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, subscribes to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation of the provisions of Chapter 621, Florida Statutes, also known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation shall be: THEODORE F. & SUSANNE BERGER INTERNATIONAL, P.A.

ARTICLE II.

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- A. To engage in every phase and aspect of the business of rendering the same professional service to the public that a Realtor duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to act as a Realtor therein.
- B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment,

and to own real and personal property necessary for the rendering of professional services.

- C. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

### **ARTICLE III.**

#### **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares at a par value of One Dollar (\$1.00) per share. None of the shares of the corporation may be issued to anyone other than an individual duly licensed to sell real estate in the State of Florida.

**ARTICLE IV.**  
**INITIAL CAPITAL**

The amount of capital with which this corporation will commence business shall not be less than Five Hundred (\$500.00) Dollars.

**ARTICLE V.**  
**TERM OF EXISTENCE**

This corporation is to exist perpetually, unless sooner dissolved according to law.

**ARTICLE VI.**  
**ADDRESS**

The initial post office address of the principal office of this corporation in the State of Florida is 2741 N.E. Ninth Court, Pompano Beach, FL 33062. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII.**  
**DIRECTORS**

This corporation shall have two (2) Directors, initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Shareholders, but shall never be less than two (2). Directors shall be required to possess the same professional qualifications as Shareholders are required to possess, and shall be required to be Shareholders in this corporation.

**ARTICLE VIII.  
INITIAL DIRECTORS**

The names and post office addresses of the first Board of Directors are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Theodore F. Berger	2741 NE Ninth Court Pompano Beach, FL 33062
Susanne Berger	2741 NE Ninth Court Pompano Beach, FL 33062

**ARTICLE IX.  
SUBSCRIBERS**

The names and post office addresses of the Subscribers to these Articles of Incorporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Theodore F. Berger	2741 NE Ninth Court Pompano Beach, FL 33062
Susanne Berger	2741 NE Ninth Court Pompano Beach, FL 33062

**ARTICLE X.**  
**VOTING TRUSTS**

No Shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE XI.**  
**CUMULATIVE VOTING FOR DIRECTORS**

At all elections of Directors of this corporation, each Shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the elections of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE XII.**  
**CONTRACTS**

No contracts or other transactions between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or officer of, such other corporation, and any Director, individually or jointly, may be a part to, or may be interest in, any contract or transaction of this corporation or in which this corporation is interest; and no contract, or other

transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any Director of this corporation is a part in any way connected with such person, firms, or corporation and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

#### **ARTICLE XIII. REMOVAL OF DIRECTORS**

Any Director of this corporation may be removed at any annual or special meeting of the Shareholders by an affirmative vote of two-thirds (2/3) of the Shareholders of this corporation.

#### **ARTICLE XIV. RESTRAINT ON ALIENATION OF SHARES**

The Shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the Shareholder of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions, and details thereof, shall be determined by the Shareholder of this corporation; provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence

of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a Shareholder of this corporation and such sale or transfer any be made only after the same shall have been approved by the Shareholders at a meeting specifically called for that purpose by an affirmative vote of two-thirds (2/3) of such Shareholders. If any Shareholder becomes legally disqualified to sell real estate in the State of Florida or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such Shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws and Shareholders' Agreements adopted by the Shareholders.

#### ARTICLE XV.

#### ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

- A. This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.
- B. This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribed to any new issues of any type stock of this corporation, and no



Shareholder shall have any pre-emptive right to subscribe to any such stock.

- C. This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such Shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the by-Laws and Shareholders Agreements adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this corporation is not impaired.
- D. This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws and Shareholders' Agreements adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.
- E. To enter into, for the benefit of its employees; one or more of the following:
  - (1) a pension plan,
  - (2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession,
  - (3) a stock bonus plan,
  - (4) a thrift and savings plan,
  - (5) a restricted stock option plan, or
  - (6) other retirement or incentive compensation plans

**ARTICLE XVI.**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

**ARTICLE IXVII**

**REGISTERED OFFICE**

The address of the registered office of this corporation shall be 2741 NE Ninth Court, Pompano Beach, FL 33062.


**ARTICLE XVIII**


**REGISTERD AGENT**

The corporation has designated as its Registered Agent, Susan Berger, who is a resident of the State of Florida, and whose business office is the same as that of the registered office.

IN WITNESS WHEREOF, We, the subscribers, have executed

this Articles of Incorporation this 23 day of MARCH,  
2000.

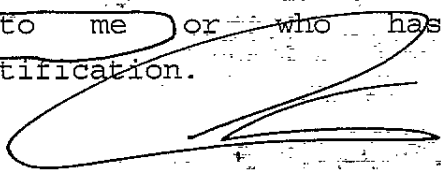
  
\_\_\_\_\_  
Theodore F. Berger

  
\_\_\_\_\_  
Susanne Berger

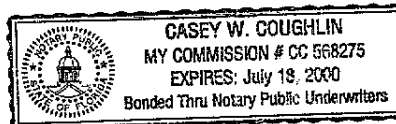
STATE OF FLORIDA     )

COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 23<sup>rd</sup>  
day of March, 2000, by Theodore F. Berger and Susanne  
Berger, personally known to me or who has produced  
\_\_\_\_\_, as identification.


  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

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

  
\_\_\_\_\_  
Susanne Berger, Resident Agent