

# TRANSMITTAL LETTER

P000000034477

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

SUBJECT: FRED N. PASSARELLI, INC.  
(Proposed corporate name - must include suffix)

8000003192158--0  
-03/31/00--01089--012  
\*\*\*122.50 \*\*\*\*\*78.75

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

☒ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: L. W. CARROLL, JR., ESQUIRE  
Name (Printed or typed)  
LAWRENCE W. CARROLL, JR., P.A.  
706 Turnbull Avenue, Suite 202  
Address  
Altamonte Springs, Florida 32701  
City, State & Zip  
(407) 260-5588  
Daytime Telephone number

FILED  
00 MAR 31 PM 12:42  
STATE  
TALLAHASSEE, FLORIDA

cc: Client

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

L.C.

ARTICLES OF INCORPORATION  
OF  
FRED N. PASSARELLI, INC.

FILED

00 MAR 31 PM 12: 43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST

The name of this corporation is FRED N. PASSARELLI, INC.

SECOND

The period of duration of the corporation is perpetual.

THIRD

The purpose or purposes for which the corporation is organized are to do home inspections, to engage in any activity or business permitted under the laws of the United States and of this state, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporate laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

FOURTH:

Authorized Shares

Number. The aggregate number of shares of stock that the

corporation shall have the authority to issue is One Hundred shares (100), of capital stock at a value of One Dollar (\$1.00) per share.

Initial issue. Fifty (50) shares of the Capital Stock of the corporation shall be issued for cash at a value of One Dollar (\$1.00) per share.

Stated Capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be stated capital of the corporation at any particular time.

No Classes of Stock. The shares of the corporation are not to be divided into classes.

No Shares in Series. The corporation is not authorized to issue shares in series.

#### FIFTH

The initial street address in Florida of the initial registered office of the corporation is 8526 Granada Boulevard, Orlando, Florida 32836, and the name of the initial registered agent at such address is FRED N. PASSARELLI.

#### SIXTH

The initial Board of Directors shall consist of one member, who need not be a resident of the State of Florida or a shareholder of the corporation.

#### SEVENTH

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

| <u>Name</u>        | <u>Address</u>                                   |
|--------------------|--|
| FRED N. PASSARELLI | 8326 Granada Boulevard<br>Orlando, Florida 32836 |

#### EIGHTH

The names and addresses of the initial incorporators are as follows:

| <u>Name</u>             | <u>Post Office Address</u>                       |
|-------------------------|--|
| FRED N. PASSARELLI      | 8526 Granada Boulevard<br>Orlando, Florida 32836 |
| ELIZABETH M. PASSARELLI | 8526 Granada Boulevard<br>Orlando, Florida 32836 |

#### NINTH

An affirmative vote of all of the shares of the corporation shall be required for any shareholder action.

#### TENTH

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting, with not less than a unanimous vote of the common stock.

#### ELEVENTH

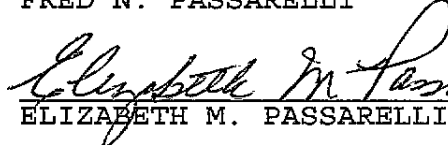
The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

TWELFTH

The address of the principal office is 8526 Granada Boulevard, Orlando, Florida 32836.

IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed of these Articles of Incorporation at Altamonte Springs, Florida, on the 21 day of March, 2000.

  
FRED N. PASSARELLI (SEAL)

  
ELIZABETH M. PASSARELLI (SEAL)

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared FRED N. PASSARELLI and ELIZABETH M. PASSARELLI, who provided personally known as identification, and who has sworn to be the person described in and who executed the foregoing Articles of Incorporation as subscriber to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this the 21 day of March, 2000.

  
Notary Public  
My Commission Expires: 3/12/02



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, 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. The name of the Corporation is: FRED N. PASSARELLI, INC.

2. The name and address of the Registered Agent and office is:

FRED N. PASSARELLI  
8526 Granada Boulevard  
Orlando, Florida 32836

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 hereby 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 obligation of my position as Registered Agent.

 (SEAL)  
Registered Agent - FRED N. PASSARELLI

3-21-00  
Date

FILED  
00 MAR 31 PM 12:43  
CLERK OF THE COURT  
TALLAHASSEE, FLORIDA