

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

PO00000075971

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

1- SUSANNE WARD, P.A.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 AUG 10 AM 11:42
TALLAHASSEE, FLORIDA
STATE OF FLORIDA
DEPARTMENT OF REVENUE

4000003352404--8
-08/10/00--01042--005
*****78.75 *****78.75

Examiner's Initials

T. SMITH AUG 10 2000

ARTICLES OF INCORPORATION

OF

SUSANNE WARD, P.A.

The undersigned, a natural person competent to contract, and as a duly licensed real estate salesperson, duly licensed to render services as such under the laws of the State of Florida, hereby present these Articles for the formation of a corporation under the Professional Service Corporation Act, Chapter 621, Florida Statutes, and other laws of the State of Florida.

ARTICLE I - NAME

The name of the professional service corporation is **SUSANNE WARD, P.A.**, hereinafter referred to as the Association.

ARTICLE II - DURATION

The Association shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III - PURPOSE AND POWERS

The general nature of the business to be transacted and the purposes for which the Association is organized are:

- A. To engage in every phase and aspect of the practice of real estate.
- B. To invest the funds of the Association 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 everything necessary and proper for the accomplishment of any of the purposes or attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary, or incidental to the

FILED
00 JUN 10 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

protection and benefit of the Association and in general, either alone or in association with any other professional service corporations or corporations, firms, or individuals, or carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes, or attainment of the objects or the furtherance of such purposes or objects of the Association.

D. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

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

ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be 330 8th Avenue North, Unit 3, Tierra Verde, Florida 33715.

ARTICLE V - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be 330 8th Avenue North, Unit 3, Tierra Verde, Florida 33715.

ARTICLE VI - REGISTERED OFFICE AND AGENT

A. The street address of the initial registered office of the Corporation shall be Suite M-8, The Kress Building, 475 Central Avenue, St. Petersburg, Florida 33701.

B. The name of the initial registered agent of the Corporation located at said address shall be **ERNEST L. MASCARA**.

ARTICLE VII - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE VIII - BOARD OF DIRECTORS

A. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

B. The initial Board of Directors of the Corporation shall consist of one (1) Director whose name and address is as follows:

Name

Address

SUSANNE WARD

330 8th Avenue North, Unit 3
Tierra Verde, Florida 33715

C. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

D. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE IX - BYLAWS

A. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

B. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

C. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted

by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE X - AMENDMENTS

A. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

B. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

1. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

2. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

(a) The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

(b) The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

C. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified above.

D. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE XI - OFFICERS

A. The officers of the Corporation shall be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time.

B. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Office</u>		<u>Name</u>
President	-	Susanne Ward
Vice President	-	Susanne Ward
Secretary	-	Susanne Ward
Treasurer	-	Susanne Ward

C. The officers shall be elected at the annual meeting of the Board of Directors or

as provided in the Bylaws, and shall serve until their successors are chosen and qualify.

D. The officers shall have such duties, responsibilities, and powers as provided by the Bylaws.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Susanne Ward	330 8th Avenue North, Unit 3 Tierra Verde, Florida 33715

ARTICLE XIII - RESTRAINT ON ALIENATION OF SHARES

A. The shareholders of the Association shall have the power to include in any Bylaws any regulatory or restrictive provisions adopted by a two-thirds majority of the shareholders of the Association regarding the proposed sale, transfer or other disposition of any outstanding stock of the Association by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the shareholders of the Association. Every certificate representing shares which are so restricted shall state that such shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall state that the Association will furnish to any shareholder upon request and without charge a fully statement of such restrictions.

B. No shareholder of the Association may sell or transfer his or her stock therein except to another individual who is eligible to be a shareholder of the Association, and such sale

or transfer may be made only after the same shall have been approved at a shareholders' meeting, specifically called for such purposes.

ARTICLE XIV - DISQUALIFICATION

If any shareholder becomes legally disqualified to practice real estate in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, he or she shall forthwith ever all employment with, and financial interests in, the Association.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 8th day of August, 2000.



Susanne Ward, Incorporator

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the applicable provisions of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: **SUSANNE WARD, P.A.**

2. The name and address of the registered agent and office is:

Ernest L. Mascara
The Kress Building, Suite M-8
475 Central Avenue
St. Petersburg, Florida 33701

FILED
00 AUG 10 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE: _____

Ernest L. Mascara

TITLE: Incorporator

DATE: August 8th, 2000

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

Ernest L. Mascara

DATE: August 8th, 2000