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August 29, 2000

STATE OF FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
409 E. Gaines St.  
Tallahassee, FL 32399

500003378055--7  
-08/30/00--01075--001  
\*\*\*\*\*262.50 \*\*\*\*\*87.50

RE: THE EXCHANGE OF PALM BEACH COUNTY, INC.  
THE REAL ESTATE EXCHANGE OF PALM BEACH COUNTY, INC.  
THE MORTGAGE EXCHANGE OF PALM BEACH COUNTY, INC.

Enclosed please find the Articles of Incorporation for  
the above three named.

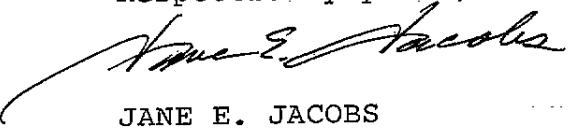
Also enclosed please find a money order in the amount of  
\$262.50 for \$70 filing fee, \$8.75 Certificate of Status, and  
\$8.75 Certified copy totalling \$87.50 x 3 corporations.

The three named corporations are Sole Proprietor, for profit,  
Sub S.

Your immediate response to JANE.E. JACOBS  
at: 5849 Okeechobee Blvd.  
PMB s-0040  
West Palm Beach, FL 33417

is appreciated.

Respectfully yours,

  
JANE E. JACOBS  
(561) 753-0789

FILED  
00 SEP 11 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch SEP 11 2000



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 1, 2000

JANE E. JACOBS  
5849 OKEECHOBEE BLVD  
PMB S-0040  
WEST PALM BEACH, FL 33417

SUBJECT: THE EXCHANGE OF PALM BEACH COUNTY, INC.  
Ref. Number: W00000021596

We have received your document for THE EXCHANGE OF PALM BEACH COUNTY, INC. and your check(s) totaling \$262.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch  
Document Specialist

Letter Number: 900A00046760

**ARTICLES OF INCORPORATION**  
**OF**  
**THE EXCHANGE OF PALM BEACH COUNTY, INC.**

FILED  
00 SEP 11 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **THE EXCHANGE OF PALM BEACH COUNTY, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 3 - PRINCIPLE OFFICE**

The address of the principle office of this Corporation is **5849 OKEECHOBEE BOULEVARD, PMB-S0040, WEST PALM BEACH, FL 33417** and the mailing address is **5849 OKEECHOBEE BOULEVARD, PMB-S0040, WEST PALM BEACH, FL 33417**.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

**JANE E. JACOBS**  
**5849 OKEECHOBEE BOULEVARD, PMB-S0040**  
**WEST PALM BEACH, FL 33417**

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President: **JANE E. JACOBS**  
Vice-President: **JANE E. JACOBS**  
Secretary: **JANE E. JACOBS**  
Treasurer: **JANE E. JACOBS**

Whose addresses shall be the same as the principle office of the Corporation.

**ARTICLE 6 - DIRECTORS**

The Director(s) of the Corporation shall be: **JANE E. JACOBS**

Whose addresses shall be the same as the principle office of the Corporation.

## ARTICLE 7 - CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.
- 7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of director(s) may deem advisable in connection with such issuance.
- 7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restriction, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principle office of the Corporation.

## ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

## ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 1182 Fernlea Dr., West Palm Beach, FL 33417. The name and address of the registered agent of this Corporation is JANE E. JACOBS, 1182 Fernlea Dr., West Palm Beach, FL 33417.

"I hereby am familiar with and accept the duties and responsibilities as REGISTERED AGENT"

  
Registered Agent

### ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

### ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all right conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

### ARTICLE 16 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for director, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees and expenses to any person who is or was a director, officer, employee or agent of the corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, I have hereunto set m hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this AUGUST 23, 2000.

  
JANE E. JACOBS, Incorporator