

# P00000089354

## TRANSMITTAL LETTER

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

600003399146--8  
-03/20/00--01047--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: BOCA FINANCE CORPORATION  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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 of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: SEAN POWERS  
Name (Printed or typed)

1527 SW 1ST AVE  
Address

BOCA RATON, FL 33432  
City, State & Zip

(561) 394-7215  
Daytime Telephone number

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

FILED  
00 SEP 20 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***ARTICLES OF INCORPORATION of  
BOCA FINANCE CORPORATION***

The undersigned person(s), hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is Boca Finance Corporation.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

1527 S.W. 1st Ave  
Boca Raton, FL 33432

**ARTICLE III  
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE IV  
SHARES**

The total number of shares which the corporation shall have authority to issue is 3,000 shares of no par value stock.

FILED  
00 SEP 20 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Sean Powers  
1527 S.W. 1st ave  
Boca Raton, FL 33432

Sandra Green  
1535 S.W. 1st ave  
Boca Raton, FL 33432

Douglas C. Green  
1535 S.W. 1st ave  
Boca Raton, FL 33432

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VI REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Sean Powers  
Boca Finance Corporation  
1527 S.W. 1st Ave  
Palm Beach County  
Boca Raton, FL 33432

## **ARTICLE VII Incorporator**

The name and address of the corporation's incorporator is:

Sean Powers  
Boca Finance Corporation  
1527 S.W. 1st Ave  
Palm Beach County  
Boca Raton, FL 33432

## ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

## Article IX LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**Certification**

**Having been named as registered agent to accept service of process for Boca Finance Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.**



Sean Powers, Registered Agent  
1527 S.W. 1st ave  
Boca Raton, FL 33432

9/17/00  
Date



Sean Powers, Incorporator  
1527 S.W. 1st ave  
Boca Raton, FL 33432

9/17/00  
Date