

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850) 922-4001

## From:

Account Name : LAW OFFICE OF FREDERICK C. KRAMER  
Account Number : I20000000246  
Phone : (941) 394-8192  
Fax Number : (941) 642-0006

## FLORIDA PROFIT CORPORATION OR P.A.

F. Douglas Davis, P.A.

Certificate of Status	1
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B. McKnight JAN 03 2001

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**ARTICLES OF INCORPORATION  
FOR PROFESSIONAL CORPORATION**

The undersigned natural person, competent and licensed to practice real estate in the State of Florida pursuant to Chapter 475, Florida Statutes, acting hereby as incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, Florida Statutes, does hereby adopt the following Articles of Incorporation.

**I**

The name of the corporation shall be F. DOUGLAS DAVIS, P.A.

The principal office of this corporation shall be:

317 Nassau Court  
Marco Island, Florida 34145

The mailing address of this corporation shall be:

317 Nassau Court  
Marco Island, Florida 34145

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**II**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in the professional practice of real estate through its officers, agents and employees who shall be duly licensed within the State of Florida to render professional services as licensed real estate brokers and salespersons.
- b. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.
- c. To engage in no other business other than the rendition of the professional services specified herein.

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III

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock at one dollar (\$1.00) per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to licensed real estate brokers and salespersons in good standing and duly licensed within the State of Florida to render the same professional services as this corporation.

IV

The corporation shall have perpetual existence.

V

The addition of this corporation's initial registered office is 950 North Collier Boulevard, Suite 201, Marco Island, Florida 34145 and the name of its initial registered agent at said address is Frederick C. Kramer.

VI

The name and address of the incorporator is as follows:

F. Douglas Davis  
317 Nassau Court  
Marco Island, Florida 34145

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## VII

The corporation shall have a board of directors. The number of directors may be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than one. The name and address of the initial director of this corporation is:

F. Douglas Davis  
317 Nassau Court  
Marco Island, Florida 34145

## VIII

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

## IX

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

## X

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as through it had been authorized at a meeting of the board of directors.

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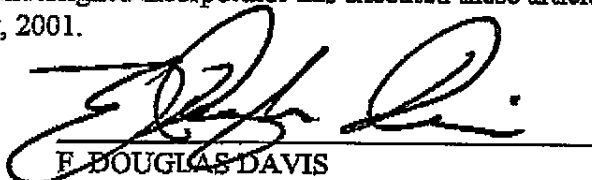
## XI

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## XII

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the board of directors and shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

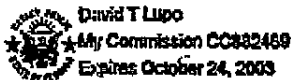
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation, this 2<sup>nd</sup> day of January, 2001.

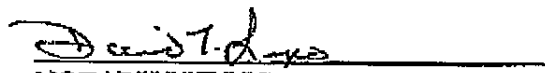
  
F. DOUGLAS DAVIS  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me personally appeared F. DOUGLAS DAVIS to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 2<sup>nd</sup> day of January, 2001.



  
NOTARY PUBLIC  
Print Name: David T. Lupo  
State of Florida at Large

My commission expires:

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FREDERICK C KRAMER

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ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation. Further, I acknowledge that I am familiar with and accept the obligations of that position.

  
FREDERICK C. KRAMER

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