

P01000018737

ERLIN A. MONROUZEAU  
12716 Dunhill Dr.  
Tampa, FL 33624

FILED  
01 FEB 19 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: TRANSMITTAL LETTER

Name of corporation: FIRST ASSET MANAGEMENT ENTERPRISES

Street address of the corporation: 1511 N. Westshore Blvd., Suite 250  
Tampa, Florida 33607

DEAR CORPORATIONS DIVISION:

Please find enclosed:

700003719437--3  
-02/20/01--01005--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

1. An original Articles of Incorporation and one copy for the above name corporation.

2. A money order in the amount of \$70.00 for filing fees.

A certified copy ( ) is (X) is not requested.

Please send responses or receipt concerning this filing to the above address.

Thank you very much.

Date: 2/2/01

Name of Incorporator: ERLIN A. MONROUZEAU

Signature of Incorporator: [Signature]

Erlyn GAVE  
AUTHORIZATION BY PHONE TO  
CORP/ST suffix  
DATE 2-20-01  
DOC. EXAM 7c

F. CHESTER

FEB 2 0 2000 ✓

**ARTICLES OF INCORPORATION  
OF  
FIRST ASSET MANAGEMENT ENTERPRISES, INC.**

FILED  
01 FEB 19 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation is: **FIRST ASSET MANAGEMENT ENTERPRISES, INC.**

**ARTICLE II**

**NAME OF BUSINESS**

The general character or nature of the business is to be transacted by this corporation is:

- (a) To operate a financial planning and investment firm, and any activity associated therewith, which activity is engaged in for profit.
- (b) To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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(g) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(h) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To engage in any and all lawful businesses, trades, occupations and professions.

(j) To do any or all things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in the company with others, and to do and perform all enlarge, alter, or improve any buildings or other structures on or hereafter erected on any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

(c) To acquire by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidence of indebtedness, and execute such mortgage, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers, and in addition to the powers afforded Florida corporations by law.

### **ARTICLE III**

#### **TERM OF EXISTENCE**

This corporation shall commence existence upon the filing of these Articles of Incorporation with the Secretary of the State of Florida, and shall exist perpetually.

### **ARTICLE IV**

#### **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time, with each having a par value of One (\$1.00) Dollar, is 100 shares of common stock.

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(a) Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

(b) If any officer, shareholder, agent or employee of the corporation shall attempt to hypothecate or pledge any shares of stock in the corporation to any person or in any manner prohibited by law or by the Articles of Incorporation or the By-Laws of the corporation, make any assignment for the benefit of creditors, or if any execution is levied upon or any lien of any kind is imposed upon the shares of stock of any such shareholder, such officer, shareholder, agent or employee shall immediately sever all employment with, and financial interest in, the corporation.

(c) No shareholder of this corporation and no personal representative of a deceased or incompetent shareholder may sell, transfer, or otherwise dispose of any of his shares in the corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale, transfer, or disposition may be made only after the same shall have been approved at a stockholders' meeting specifically called for such purpose, by such proportion, not less than a majority, of the outstanding stock, excluding the shares of stock proposed to be sold, transferred or otherwise disposed of, as may be provided from time to time in the By-Laws. In such stockholders' meeting, the shares of stock proposed to be sold, transferred or otherwise disposed of may not be counted or voted for any purpose.

(d) No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

(e) No shareholder shall as such have any preemptive or other preferential right to subscribe for, purchase, or receive any shares of stock of the corporation which it may issue or

sell, whether out of the number of shares authorized by the Articles of Incorporation, or any amendment thereto, or out of shares acquired by the corporation after the issuance thereof, nor shall any shareholder as such have any preemptive or other preferential right to subscribe for, purchase or receive any bonds, debentures, or other obligations or securities which the corporation may issue or sell which are convertible into, or exchangeable for, stock, or to which shall be attached or appertain any option or warranty or other instrument which shall confer upon the holders or owners of such obligation or security the right to subscribe for, purchase or receive from the corporation any shares of its capital stock.

(f) At all elections of Directors of the corporation, each shareholder shall be entitled to vote as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

## **ARTICLE V**

### **INITIAL CAPITAL**

The amount of the capital with which the corporation shall begin business is \$100.00.

## **ARTICLE VI**

### **ADDRESS**

The initial street address of the principal office of this corporation shall be: 1511 N. Westshore Blvd., Suite 250, Tampa, Hillsborough County, Florida. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

**ARTICLE VII**  
**SUBSCRIBERS AND INCORPORATORS**

The name and address of each subscriber of these Articles of Incorporation is as follows:

**ARTICLE VIII**  
**DIRECTORS**

The business of the corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall be fixed by the By-Laws of the corporation. In the absence of a By-Law fixing the number of Directors, the number shall be one.

**ARTICLE IX**  
**INITIAL DIRECTORS**

The name and street address of each member of the first Board of Directors is as follows:

ERLIN A. MONROUZEAU	12716 Dunhill Dr.
	Tampa, FL 33624

The above-named Directors shall hold office until the first annual meeting of the shareholders, and until their successors shall have been elected and qualified or until their earlier resignation, removal from office, or death.

**ARTICLE X**  
**REMOVAL OF DIRECTORS**

Any Director of the corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a Director, which vote shall be fixed in the By-Laws.

**ARTICLE XI**  
**STOCK RESTRICTIONS**

In addition to those restrictions specified above, the stockholders may enter into and adopt by agreement, By-Laws or otherwise, limitations upon the transferability or assignment of stock conferring preemptive rights of purchase upon any or all stockholders, as conditions precedent to the sale of stock, provided that reference to any such limitation on transferability shall be noted on the face of the stock certificates of the corporation.

**ARTICLE XII**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon unless all the Directors and all of the shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

**ARTICLE XIII**  
**SEVERANCE**

If any phrase, clause, sentence, paragraph or provision of these Articles of Incorporation is held void or illegal, it shall not impair or affect the rest of these Articles of Incorporation, and the incorporators do hereby declare that they would have signed and executed the remainder of these Articles without such void or illegal provisions.



ARTICLE XIV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1511 N. Westshore Blvd., Suite 250, Tampa, Florida 33607, and the name of the initial registered agent of this corporation is: ERLIN A. MONROUZEAU.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 8<sup>th</sup> day of February, 2001.

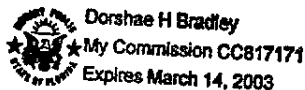
  
\_\_\_\_\_  
ERLIN A. MONROUZEAU

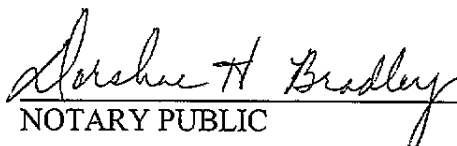
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared Erlin A. Monrouzeau who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State above-named, this 8<sup>th</sup> day of February, 2001.

(SEAL)



  
\_\_\_\_\_  
NOTARY PUBLIC

## **ARTICLES OF INCORPORATION**

A copy of the Articles of Incorporation filed with the State of Florida on October 26, 2000 was presented at the meeting. The articles were approved by the directors of the corporation, and it was agreed that the corporate secretary shall place the articles in the corporate records book.

## **CORPORATE SEAL**

The secretary presented at the meeting a proposed corporate seal. After a short discussion, a motion was made and duly seconded that the seal presented at the meeting be adopted as the seal of the corporation. The president noted that the seal shall remain in the custody of the corporate secretary along with the record book of the corporation.

*The corporate secretary was directed to place an impression of the seal in the space to the right of this paragraph.*

## **CORPORATE SEAL**

## **BYLAWS**

The corporation was presented at the meeting and was considered by the board. A copy of the proposed bylaws for the Upon motion duly made and seconded it was resolved that the bylaws presented at the meeting shall be the bylaws of the corporation. It was further agreed that the corporate secretary shall include a copy of the bylaws in the corporate records book.

## **BANK ACCOUNT**

The authority by which a bank account may be opened for the corporation is granted by a separate resolution. The corporate secretary was asked to include a copy of that resolution with the corporate records book.

## **ACCOUNTING PERIOD**

Upon motion duly made and seconded it is hereby resolved that the accounting period of the corporation shall end on December 31.

It was noted by the president that the corporation must have a December 31 year end to elect IRS Subchapter S status.

## **ORGANIZATIONAL EXPENSES**

After motion duly made and seconded, it was unanimously approved for the corporation to incur, pay, and reimburse any reasonable expenses related to the formation of the corporation. The president noted that organizational expenses of the corporation must be amortized over a period of 60 months.

## **STOCK**

The stock of the corporation was issued under the direction of the Board of Directors. The members of the Board stated that they believe all State and Federal requirements relating to the issuance of the stock of the corporation have been met. Accordingly, a notice that the stock of the corporation is unregistered shall be placed on the certificates. The Board further stated that the stock shall be offered as Section 1244 stock and the issuance shall

meet the requirements of IRS Section 1244. The president noted that by meeting the qualifications of IRS Section 1244, shareholders will receive preferential tax treatment in the event of a loss in the value of their stock. Verbal offers to purchase stock in the corporation were made by the individuals listed below and accepted by the Board of Directors. The individuals stated that the shares of stock were purchased for their own account and would not be traded publicly. The corporate secretary presented a stock certificate form at the meeting and it was approved by the board. The secretary will issue certificates to each shareholder and impress the corporate seal on the face of each certificate. Certificates will be signed by the President and Secretary of the Corporation.

ERLIN A. MONROUZEAU	100	100%	\$100.00
Name	of Shares	% Ownership	Payment given

Name	of Shares	% Ownership	Payment given
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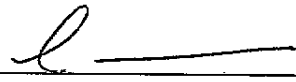
Name	of Shares	% Ownership	Payment given
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Name	of Shares	% Ownership	Payment given
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 \_\_\_\_\_  
 SIGNATURE OF CORPORATE SECRETARY

2/2/01  
 \_\_\_\_\_  
 DATE

SIGNATURES OF THOSE IN ATTENDANCE AT  
 THIS MEETING AND NAMED AS A DIRECTOR,  
 OFFICER OR SHAREHOLDER:

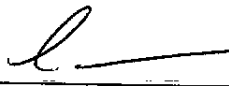
  
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following submitted:

First, that FIRST ASSET MANAGEMENT ENTERPRISES,<sup>INC.</sup> desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Tampa, State of Florida, has named ERLIN A MONROUZEAU, located at 12716 Dunhill Dr., Tampa, Florida, 33607 as its agent to accept service of process within Florida.

Signature

  
Corporate Officer

Title

President


Date

2/3/01

01 FEB 19 PM 1:33  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature

  
Registered Agent

Date

2/7/01