

# FD1000026694

**FILINGS, INC. TERESA ROMAN**

(Requestor's Name)

**2805 LITTLE DEAL ROAD**

(Address)

**TALLAHASSEE, FLORIDA 32308**

**385-6735**

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

200003851512--6  
 -03/14/01--01001--004  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

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

1. Rapport, Inc. (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_

- Walk in   
  Pick up time \_\_\_\_\_   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

RECEIVED  
 01 MAR 13 PM 3:01  
 DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<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

FILED  
 01 MAR 14 PM 4:21  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

*Handwritten signature and initials*  
 3/5

Examiner's Initials \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 13, 2001

FILINGS INC.

TALLAHASSEE, FL

SUBJECT: RAPOPORT, INC.  
Ref. Number: W01000005685

We have received your document for RAPOPORT, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 001A00015332

RECEIVED  
01 MAR 14 PM 3:47  
DIVISION OF CORPORATION

**COPY**  
**ARTICLES OF INCORPORATION**  
**OF**  
**A.M. RAPOPORT, INC.**

**FILED**  
01 MAR 14 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of this corporation is A.M. RAPOPORT, INC.

**ARTICLE II**

The duration of this corporation is perpetual.

**ARTICLE III**

The purpose or purposes for which this corporation is organized are:

A. To act as General Partner of Rapoport Partnership, Ltd., a Florida Limited Partnership.

B. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

C. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the

same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

D. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### **ARTICLE IV - STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 7,500 shares of common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

#### **ARTICLE V - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

#### **ARTICLE VI - SHAREHOLDER RIGHTS**

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This Article VI pertaining to pre-emptive rights may not be amended or deleted without

the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

**ARTICLE VII - INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is c/o Thomas N. Silverman, P.A., 4400 PGA Boulevard, Suite 102, Palm Beach Gardens, Florida 33410 and the name of its initial registered agent at that address is Thomas N. Silverman, Esquire. The mailing address of the corporation shall be the same.

**ARTICLE VIII - DIRECTORS**

The number of directors of the Corporation from time to time shall be as set forth in the By-Laws.

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and address of each person to serve as a Director until the first annual meeting of shareholders, or until their successor is elected and qualify, is:

Name	Address
Arthur M. Rapoport	123 Lakeshore Drive, #1942 North Palm Beach, Florida 33408

**ARTICLE IX - INCORPORATORS**

The name and address of the incorporator is:

Name	Address
Arthur M. Rapoport	123 Lakeshore Drive, #1942 North Palm Beach, Florida 33408

**ARTICLE X - COMMON DIRECTORS; TRANSACTIONS  
BETWEEN CORPORATIONS**

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or




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

The following is submitted pursuant to 48.091(1) and 607.034, Florida Statutes:  
A.M. RAPOPORT, INC., desiring to organize under the laws of the State of Florida,  
being in the County of Palm Beach at c/o Thomas N. Silverman, P.A., 4400 PGA  
Boulevard, Suite 102, Palm Beach Gardens, Florida 33410, has named Thomas N.  
Silverman, Esquire, located at that same address, as its initial registered agent to accept  
service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation,  
at the initial registered office of the Corporation in this State, I hereby accept to act in  
this capacity and agree to comply with the provisions of said statute relative to keeping  
the registered office of the corporation open from 10:00 a.m. to noon each day, except  
Saturdays, Sundays and legal holidays, and to post therein a sign designating the name  
of the corporation and the name of its registered agent.

Dated this 28<sup>th</sup> day of DECEMBER, 2000.

By:   
Thomas N. Silverman, Esquire,  
Registered Agent

**FILED**  
01 MAR 14 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA