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Florida Department of State

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.**

**FRANCES GUNTHER, P.A.**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

F. CHESNOR

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**ARTICLES OF INCORPORATION**  
**For**  
**FRANCES GUNTHER, P.A.**

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

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**ARTICLE ONE**

**1.1 Corporate Name, Mailing Address and Principal Office.** The name of this corporation shall be: FRANCES GUNTHER, P.A.. The principal office and mailing address of this corporation shall be: 105 Saguaro Lane, Marathon, FL 33050

**ARTICLE TWO**

**2.1 Corporate Purpose.** The general nature and purpose of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of Real Estate, and all its fields of specializations, as are engaged in by licensed real estate salespersons.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be licensed real estate salespersons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. 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.

**ARTICLE THREE**

**3.1 Capital Stock.** a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at One Dollar (\$1.00) per share par value.

H01000028750 7

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 attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

#### ARTICLE FOUR

**4.1 Corporate Duration.** The corporation shall have perpetual existence.

#### ARTICLE FIVE

**5.1 Registered Office and Agent.** The address of this corporation's initial registered office is: 2975 Overseas Highway, Marathon, Florida 33050, and the name of its initial registered agent at said address is ROBERT K. MILLER, Attorney at Law.

#### ARTICLE SIX

**6.1 Name and Address of Incorporator.** The name and address of the Incorporator is as follows: FRANCES GUNTHER, 105 Saguaro Lane, Marathon, Florida 33050

#### ARTICLE SEVEN

**7.1 Board of Directors.** The corporation shall have a Board of Directors consisting of 1 person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation are: FRANCES GUNTHER, 105 Saguaro Lane, Marathon, Florida 33050

#### ARTICLE EIGHT

**8.1 Informal Shareholder Action.** 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.

#### ARTICLE NINE

**9.1 Severance and Termination of Employment.** 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 which 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

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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.

#### ARTICLE TEN

**10.1 Informal Director Action.** If all of the Directors severally or collectively consent in writing to any action 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 though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE ELEVEN

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

#### ARTICLE TWELVE

**12.1 Amendments to Bylaws.** The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders 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 in State of Florida, this 19<sup>th</sup> day of March, 2001.

  
FRANCES GUNTHER, Incorporator

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF MONROE    )

#### ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of March 2001 by FRANCES GUNTHER, who is personally known to me.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 19<sup>th</sup> day of March 2001.

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NOTARY PUBLIC, State of Florida

My commission expires:

OFFICIAL NOTARY SEAL  
LORAIN D CASELLA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC928676  
MY COMMISSION EXP. APR. 17, 2004

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 is submitted:

**FIRST: FRANCES GUNTHER** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at **105 Saguaro Lane, Marathon, Florida 33050**, has named **ROBERT K. MILLER, ESQ., Post Office Box 500938; 2975 Overseas Highway; Marathon, Florida 33050** as its agent to accept service of process with Florida.

  
FRANCES GUNTHER, Incorporator / Director

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.

  
ROBERT K. MILLER, Registered Agent

Dated: March 19, 2001

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