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**FLORIDA  
TRUST  
SERVICES**

One San Jose Place, Suite 17

Jacksonville, FL 32257

Telephone (904) 262-2966 FAX (904) 292-4221

Everett H. Bondurant, Jr.  
President & Senior Trust Officer

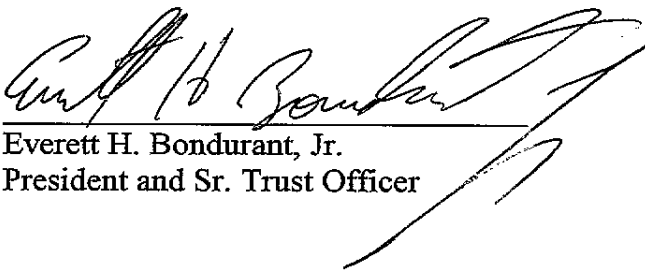
July 6, 2001

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

500004484685--0  
-07/18/01--01064--006  
\*\*\*\*122.50 \*\*\*\*\*78.75

SUBJECT: **Perry Preis, P.A.**

I enclose an original and one copy of the Articles of Incorporation for the above professional corporation and a check in the amount of \$122.50. Once the Articles are filed, please forward to me a certified copy of said Articles.



Everett H. Bondurant, Jr.  
President and Sr. Trust Officer

FILED  
01 JUL 18 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

From: Everett H. Bondurant, Jr.  
One San Jose Place  
Suite 17  
Jacksonville, FL 32257  
904-262-1311

7-19-01  
WCC

# ARTICLES OF INCORPORATION

OF

**PERRY PREIS, P.A.**

FILED  
01 JUL 18 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a professional corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

## ARTICLE I

### Name

Section 1.1. Name. The name of this professional corporation is **Perry Preis, P.A.**, and the address is **3865 Brampton Island Court North, Jacksonville, FL 32224**.

## ARTICLE II

### Duration

Section 2.1. Duration. This professional corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within 5 days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

## ARTICLE III

### Purpose

Section 3.1. Purposes. This professional corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a realtor, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to perform duties as a professional realtor.

This professional corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

#### **ARTICLE IV**

##### **Capital Stock**

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares having a par value of one dollar per share. No person other than one licensed as a realtor in the State of Florida shall be a shareholder of this professional corporation. Further, no shareholder shall have a greater number of shares than any other shareholder at any time.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### **ARTICLE V**

##### **Initial Registered Office and Agent**

Section 5.1. Name and Address. The street address of the initial registered office of this professional corporation is **3865 Brampton Island Court North, Jacksonville, FL 32224**, and the name of the initial registered agent of this corporation at that address is **Perry Preis**.

#### **ARTICLE VI**

##### **Directors**

Section 6.1. Number. This professional corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Initial Directors. The names and street addresses of the members of the first board of directors of this professional corporation, who are licensed realtors in the State of Florida are:

<u>Name</u>	<u>Address</u>
<b>Perry Preis</b>	<b>3865 Brampton Island Court North, Jacksonville, FL 32224</b>

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this professional corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **ARTICLE VII**

### **Bylaws**

Section 7.1. Bylaws. The initial bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment by the directors.

## **ARTICLE VIII**

### **Incorporator**

Section 8.1. Name and Address. The name and street address of the incorporator of this professional corporation, who is a licensed realtor in the State of Florida, is **Perry Preis, 3865 Brampton Island Court North, Jacksonville, FL 32224.**

## **ARTICLE IX**

### **Amendment**

Section 9.1. Amendment. This professional corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy-five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE X**

### **Dissolution**

Section 10.1. Dissolution. The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least seventy-five percent (75%) of the outstanding shares of the corporation

entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders, pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

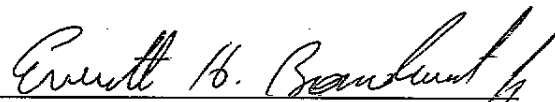
IN WITNESS WHEREOF, the incorporator has executed these Articles this  
11 day of July, 2001.

  
Perry Preis

STATE OF FLORIDA

COUNTY OF DUVAL

This foregoing instrument was acknowledged before me by Perry Preis, this  
11 day of July, 2001.

  
Notary Public, State of Florida at Large

My Commission Expires: 3/19/2004

EVERETT H. BONDURANT, JR.  
Notary Public, State of Florida  
My comm. exp. Mar. 19, 2004  
Comm. No. CC919731

**Certificate Designating or Changing Place  
of Business or Domicile for the Service of Process  
Within This State, Naming Agent Upon  
Whom Process May Be Served**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **Perry Preis, P.A.**, a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named **Perry Preis, 3865 Brampton Island Court North, Jacksonville, FL 32224** its agent to accept service of process within this State.

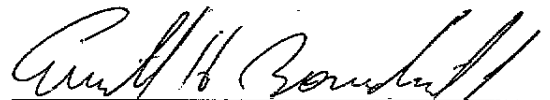
Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.

  
Perry Preis

**STATE OF FLORIDA**

**COUNTY OF DUVAL**

**SWORN TO AND SUBSCRIBED** before me by Perry Preis, this 11 day  
of July, 2001.

  
Notary Public, State of Florida at Large

My Commission Expires: 3/19/2004

EVERETT H. BONDURANT, JR.  
Notary Public, State of Florida  
My comm. exp. Mar. 19, 2004  
Comm. No. CC919731

**ACCEPTANCE**

I hereby agree to act as registered agent for **Perry Preis, P.A.**, as stated in the Articles of Incorporation of said Corporation.

  
Perry Preis

FILED  
01 JUL 18 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA