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DORIS C. LOCKS, INC.

Tax & Accounting Services  
103 Fox Valley Court  
Longwood, FL 32779  
(407) 786-4228

August 23, 2001

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399


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Dear Sir(s) or Madam,

Enclosed you will find original and copy of the Articles of Incorporation for **CAL HAY & COMPANY- REALTORS, INC.** , we kindly request that you return the certified copy in the enclosed Federal Express envelope. In the event of ANY questions, please contact us at (407) 786-4228.

THANK YOU for your assistance in this matter.

Sincerely,

  
for the firm,  
Doris C. Locks  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**CAL HAY & COMPANY - REALTORS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the corporation is CAL HAY & COMPANY - REALTORS, INC.

**ARTICLE 2 - PURPOSE OF CORPORATION**

The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this corporation is 1236 Brampton Place, Heathrow, Florida 32746 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this corporation is:

Doris C. Locks  
103 Fox Valley Court  
Longwood, Florida 32779

**ARTICLE 5 - PRESIDENT**

The initial President of the corporation shall be Cal Hay whose address shall be the same as the principal office of the corporation.

## **ARTICLE 6 - CORPORATE CAPITALIZATION**

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 7 - POWERS OF CORPORATION**

The Corporation shall have the same power as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 8 - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

## **ARTICLE 9 - TITLE**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the corporation shall have notice thereof.

#### **ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this corporation is 1236 Brampton Place, Heathrow, Florida 32746. The name and address of the registered agent of this corporation is Cal Hay, 1236 Brampton Place, Heathrow, Florida 32746

#### **ARTICLE 11 - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.


#### **ARTICLE 12 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective August 21<sup>st</sup>, 2001 and upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 13 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 21st day of August, 2001.

  
Doris C. Locks, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Cal Hay, having been designated as the registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Cal Hay  
Cal Hay

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