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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SUBJECT: COAST TO COAST PROPERTY GROUP, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☒ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: Maurice A. Williams, Esq.
Name (Printed or typed)

4948 Chef Menteur Highway, Suite 712
Address

New Orleans, Louisiana 70126
City, State & Zip

(504) 948-2208 (888) 310-1121
Daytime Telephone number

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

11-18-01
cc

ARTICLE I

The name of the corporation (hereinafter called the "corporation") shall be:

COAST TO COAST PROPERTY GROUP, INC.

and under this name it shall have and enjoy all the rights and privileges granted by law to corporations.

ARTICLE II

The principal place of business, including street, number, and city of the registered office of the corporation in the State of Florida is 7100 Biscayne Boulevard, Suite 209, Miami, Florida 33160.

ARTICLE III

The purpose is to operate a business for profit and to do any other lawful activity not prohibited by the laws of the State of Florida, or the United States of America.

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account of, deal with all or any part of the property of the corporation and from time to time vary an investment or employment of capital of the corporation.

To borrow money, and to make and issue notes, bonds, debentures, obligations, and evidences of indebtedness of all kinds whether secured or unsecured, without limit as to amount, and if secured, to secure the same by mortgage, pledge or otherwise.

To lend money with or without collateral or other security and to guarantee the payment of dividends upon stock or the principal of and/or interest upon bonds, notes, other evidences of indebtedness of obligations, or the performance of the contracts or other undertakings, of any corporation, co-partnership, syndicate, individual or others, all to such extent as a corporation organized under the laws of the State of Florida.

Without limitations, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and any personal or mixed property, and any franchises, rights, licenses or privileges.

To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trade marks, trade names, brands, labels, patent rights, letters of patent of the United States or of any country or government, inventions, improvements and processes, whether used in connection with or secured under letters of patent or otherwise.

To enter into, make and perform contracts and agreements of every kind and description with any person, firm, partnership, association, corporation, municipality, county, state, political body or government, or colony or dependency thereof.

To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or to otherwise deal with or dispose of stock, bonds, or any other obligations or securities of any corporation in such manner as may be permitted by law; to aid in any manner, any corporation whose stock, bonds or other obligations are held in any manner guaranteed by this corporation, or in which this corporation is in any way interested; to do any other act or things for the preservation, protection, improvement

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and enhancement of the value of any such stock, bonds, or other obligations and while owner of rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereof; and to guarantee the payment of both, of any bonds or other obligations, and the performance of any contracts.

The enumeration herein of the objects and purposes of this corporation shall be construed as powers as well as objects and objects or purposes which this corporation is empowered to exercise, now or hereafter in effect or impliedly by the reasonable construction of the said laws.

ARTICLE IV

The total number of shares of stock which the corporation shall have authority to issue is 1000, all of which are without par value. All such shares are of one class and are Common Stock.

ARTICLE V

The name and the address including street, number, and city of the registered office of the registered agent in the State of Florida is Gloria Boswell, 7100 Biscayne Boulevard, Suite 209, Miami, Florida 33160.

ARTICLE VI

The name and mailing address of the incorporator(s) is/are as follows:

Name: Gloria Boswell
Mailing Address: 7100 Biscayne Boulevard, Suite 209, Miami, Florida 33160.

Name: Sharon McGary
Mailing Address: 7100 Biscayne Boulevard, Suite 209, Miami, Florida 33160.

ARTICLE VII

For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors and of its stockholders of any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of affairs of the corporation, including the election of the Chairman of the Board of Directors, if any, the President, the Vice President, the Treasurer, the Secretary, and other principal officers of the corporation shall be vested in its Board of Directors. The number of Directors, which shall constitute the whole Board of Directors, shall be fixed by, or in the manner provided, in the By-Laws. The phrase, "whole Board," and the same meaning, to-wit, the total number of Directors which the corporation would have if there were no vacancies. No election of Directors need be by written ballot.

2. The original By-Laws of the corporation shall be adopted by the incorporators, unless the Certificate of Incorporation shall name the initial Board of Directors therein. Thereafter, the power to make, alter, or repeal the By-Laws, and to adopt any new By-Laws, except a By-Law classifying directors for election for staggered terms, shall be vested in the Board of Directors.

ARTICLE VIII

No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The material facts as to his interest and/or his involvement and as to the Board of Directors of the committee, and the Board or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or
2. The material facts as to his interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders.
3. The contract or transaction is fair as to the corporation as of the time it is authorized, approved, or ratified by the Board of Directors or of a committee thereof, or the stockholders.
4. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes the contract or transaction.

ARTICLE IX

(a) The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation by reason of the fact that he is or was director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgment, fines, and amounts paid in settlement actually and reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not in good faith and in a manner in which he reasonably believed to be in, or not opposed to, the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, by or in the right of the corporation to procure a judgment in favor by reason of the fact that he is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney's fees), actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or out opposed, to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(c) To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to the paragraphs (a) and (b), or in defense of any claim issue or matter therein, he shall be indemnified against expenses (including attorney's fees), actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under paragraphs (a) and (b), unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination shall be made (1) by the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or (2) if such a quorum is not obtainable, or even if obtainable of disinterested Directors, so directs, by independent legal counsel in a written opinion; or (3) by the stockholders.

e) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors, in the manner provided in paragraph (d), upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in the Article.

(f) The indemnification provided by this Article shall be deemed exclusive of any other rights to which those indemnified maybe entitled under any By-Law, agreement, vote of stockholders, or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(g) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, fiduciary, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE IX

Theses Articles of Incorporation may be amended and the capital of this corporation may be increased or deceased, or this corporation may be dissolved, in the method and manner provided by law.

Incorporator(s) signature(s):

<u><i>Gloria Boswell</i></u>	<u>11/01/01</u>
GLORIA BOSWELL	DATE
<u><i>Sharon McGary</i></u>	<u>11/1/01</u>
SHARON MCGARY	DATE

AGENT'S AFFIDAVIT OF ACKNOWLEDGMENT OF ACCEPTANCE

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent's Signature:

<u><i>Gloria Boswell</i></u>	<u>11/01/01</u>
GLORIA BOSWELL	DATE