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WILLIAM C. CAPKO  
BETH ANN CARLSON  
MICHELLE DIFFENDERFER  
ROBERT P. DIFFENDERFER  
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BRENNALOUF DURDEN  
ROSLYNN M. FERGUSON  
WAYNE E. FLOWERS  
JOHN W. FOREHAND  
WALTER E. FOREHAND



LEWIS, LONGMAN & WALKER, P.A.  
ATTORNEYS AT LAW

02 JAN -8 PM 4:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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LAURA L. JACOBS  
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DAVID E. RAMBA  
KENNETH G. SPILLIAS  
EDWIN A. STEINMEYER  
GLENN E. THOMAS  
STEPHEN A. WALKER

REPLY TO: JACKSONVILLE

January 7, 2002

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

**RE: Articles of Incorporation for Kathie W. Kearney, P.A.**

Dear Sir/Madam:

Enclosed for filing is an original and one (1) copy of the executed Articles of Incorporation for Kathie W. Kearney, P.A. and a Certificate designating the registered agent. Also enclosed is a check in the amount of \$78.75 for the filing fee and a certified copy of the Certificate of Incorporation after filing.

Please call me should any additional information be required or should you have any questions concerning these documents.

Sincerely,

  
Steve Manning

GSM/mllo

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Jacksonville Office  
9428 Baymeadows Road  
Suite 625  
Jacksonville, Florida 32256  
(904) 737-2020 • Fax (904) 737-3221

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J. BRYAN JAN - 8 2002  
West Palm Beach Office  
1700 Palm Beach Lakes Boulevard  
Suite 1000  
West Palm Beach, Florida 33401  
(561) 640-0820 • Fax (561) 640-8202

**ARTICLES OF INCORPORATION**

**OF**

**KATHIE W. KEARNEY, P.A.**

**FILED**  
02 JAN -8 PM 4:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Kathie W. Kearney, 10450 San Jose Boulevard, Jacksonville, Florida 32257, incorporator and subscriber to these Articles of Incorporation of Kathie W. Kearney, P.A. (the "Corporation"), being a natural person, competent to contract and duly licensed as a Real Estate Agent in the State of Florida, does hereby present these Articles for the formation of a Professional Service Corporation under the laws of the State of Florida, the Florida Business Corporation Act, Chapter 607, Florida Statutes and the Professional Services Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes.

**ARTICLE I. NAME**

The name of this Corporation is Kathie W. Kearney, P.A. The mailing address of the Corporation is Kathie W. Kearney, P.A., 10450 San Jose Boulevard, Jacksonville, Florida 32257.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation is: To provide professional services to the public as a licensed real estate agent and to do all things in connection therewith and to engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock without par value.

The consideration for the issuance of shares may be paid, in whole or in part, in cash, services or other property, tangible or intangible. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are

to be issued is received, such shares shall be deemed to be fully paid and non-assessable. In the absence of fraud, the judgment of the Board of Directors as to the value of the consideration received for shares shall be conclusive.

#### ARTICLE IV. SPECIAL PROVISIONS

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary to qualify as Section 1244 stock may be taken by the Board of Directors or appropriate Officers of the Corporation. The Corporation elects to have preemptive rights as provided in Section 607.0630, Florida Statutes.

#### ARTICLE V. TERM OF EXISTENCE

The existence of this Corporation shall begin on the date of the Florida Department of State's filing of these Articles of Incorporation and shall continue perpetually thereafter until dissolved according to law.

#### ARTICLE VI. ADDRESS, REGISTERED AGENT, RESIDENT AGENT

The street address of the principal office of this Corporation in the State of Florida is 10450 San Jose Boulevard, Jacksonville, Florida 32257. The initial registered agent for service of process shall be G. Stephen Manning, at 9428 Baymeadows Road, Suite 625 Jacksonville, Florida 32256. The Board of Directors may, from time to time, move the registered and principal office to any other address in Florida. The Board of Directors may, from time to time, designate a different person as registered agent and resident agent to accept service of process.

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## ARTICLE VII. DIRECTORS

This Corporation shall have one (1) Director initially. The initial Director shall be Kathie W. Kearney. The number of Directors may be increased or diminished from time to time by resolution adopted by the Shareholders, but may never be less than one (1).

## ARTICLE VIII. POWERS

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter the By-laws of this Corporation, to fix the amount, if any, to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

To determine and fix the compensation of Officers, Directors, agents and employees of this Corporation; to adopt any profit-sharing, pension or deferred compensation plan or program, and to determine the contributions to be made by this Corporation thereto; to enter into employment contracts with Officers, Directors, agents and employees of this Corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation, retirement and other benefits. The interest of any Director in any of the foregoing matters or in any other matter shall not disqualify such Director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the Board of Directors in respect of such matters.

To enter into, or become a partner in, any arrangement for sharing profits and losses, partnership, joint venture or otherwise, with any person, firm, or

corporation; to carry on any business which this Corporation has the direct or incidental authority to pursue.

The Corporation may, in its By-laws, confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

#### ARTICLE IX. LIMITATION OF LIABILITY

Each Director, Shareholder and Officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified and held harmless by the Corporation, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of or for advice concerning any claim asserted, cause of action filed or civil penalties assessed or proceedings brought against him/her by reason of his/her being or having been a Director, Shareholder or Officer of the Corporation or any subsidiary of the Corporation whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be in addition to any other rights to which any Officer, Director or Shareholder may be entitled as a matter of law.

#### ARTICLE X. AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation, in a manner now or hereafter prescribed by statute, and all rights conferred upon Shareholders herein are granted subject to this reservation.

Without limiting the generality of the preceding paragraph, the Articles of Incorporation of the Corporation may be amended to change the business purpose of this Corporation to provide for any lawful purpose.

#### ARTICLE XI. CONTRACT

No contract or other transaction between this Corporation and any person, firm or corporation shall be affected by the fact that any Director or Officer of this Corporation,

individually or jointly, is a party to, or is interested in, such contract or transaction, or by the fact that any Director or Officer of this Corporation is a Director or Officer of such other corporation.

#### ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK

The Shareholders may, by By-law provision or by Shareholders' Agreement recorded in the minute book of the Corporation, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

#### ARTICLE XIII. PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have preemptive rights as set forth in the Florida Business Corporation Act, Chapter 607, Florida Statutes.

The UNDERSIGNED, being the original incorporator hereinbefore named for the purpose of forming a Corporation to do business in the State of Florida, under the laws of the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set his hand on this 7<sup>th</sup> day of January, 2002.

INCORPORATOR:

  
KATHIE W. KEARNEY

STATE OF FLORIDA  
COUNTY OF DUVAL

Before me personally appeared Incorporator KATHIE W. KEARNEY, to me well known or who produced a Florida driver's license as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 17<sup>th</sup> day of January, 2002.



Tracey Van Slyke  
Notary Public, State of Florida  
at Large

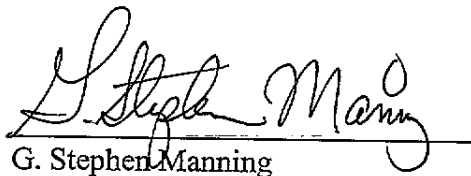
Printed Name of Notary: Tracey Van Slyke

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

In pursuance of Chapter 607, Florida Statutes, the following is submitted, in compliance  
with said Act:

That Kathie W. Kearney, P.A., desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the Articles of Incorporation, to be at 10450 San Jose  
Boulevard, Jacksonville, Duval County, State of Florida, 32257 has named G. Stephen Manning,  
whose address is 9428 Baymeadows Road, Suite 625, Jacksonville, County of Duval, State of  
Florida 32256, as its agent to accept service of process within the State.

Having been named in the Articles of Incorporation to accept service of process for the  
above stated Corporation, at the place designated in this certificate, I hereby accept and agree to  
act in this capacity and agree to comply with the provisions of the Florida Business Corporation  
Act relative to keeping open said office.

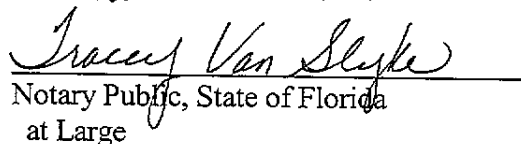
  
G. Stephen Manning

STATE OF FLORIDA  
COUNTY OF DUVAL

Before me personally appeared G. Stephen Manning, to me well known or who produced a drivers  
license as identification, and who executed this Certificate and acknowledged to and before me that  
he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 7<sup>th</sup> day of January, 2002.



  
Notary Public, State of Florida  
at Large

Printed Name of Notary: Tracey Van Slyke

FILED  
02 JAN - 8 PM 4:40  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE