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LAW OFFICES OF  
JACQUELINE A. SALCINES, P.A.

JACQUELINE A. SALCINES

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April 8, 2002

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

500005253335--8  
-04/11/02--01034--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Independent Realty International, Inc.**

Dear Sir or Madam:

Enclosed please find the following for incorporation of the above-referenced corporation:

- 1) Articles of Incorporation
- 2) Check in the amount of \$78.75

I have enclosed a self-addressed stamped-envelope for mailing back.

Thank you for your anticipated cooperation in this matter.

Very truly yours,

*Jaqueline A. Salcines*

Jaqueline A. Salcines

Enclosures

FILED  
02 APR 11 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
INDEPENDENT REALTY INTERNATIONAL, INC.**

**ARTICLE I - NAME**

The name of this corporation is **INDEPENDENT REALTY INTERNATIONAL, INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue **1000** shares of \$1.00 par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 215 Celebration Place, Suite 500, Celebration, Florida 34747, and the name of the initial Registered Agent of this Corporation is Christine E. Sellars. The principal place of business is 215 Celebration Place, Suite 500, Celebration, Florida 34747.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS  
AND OFFICERS**

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names of the initial officers and directors of this corporation are:

Christine E. Sellars

Director, President, VP, Secretary and Treasurer

#### ARTICLE VIII - INCORPORATOR

The name of the incorporator, signing these Articles is:

Christine E. Sellars

#### ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE X – SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

#### ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51%) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

#### ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

#### ARTICLE XIII - SPECIAL PROVISION

It is the intent if the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

## ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Florida law.

## ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

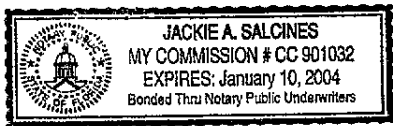
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3rd day of April, 2002.

Christine E. Sellers

**Christine E. Sellars**  
Incorporator

STATE OF FLORIDA )  
 )  
 ) SS:  
COUNTY OF Dade )

This foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of April 2002 by Christine E. Sellars, as incorporator for INDEPENDENT REALTY INTERNATIONAL, INC., who personally appeared before me at the time of notarization and who is personally known to me or has produced DRIV. LICENSE as identification and who (did/did not) take an oath.



NOTARY PUBLIC:  
sign: Jacque A. Salcines  
print: Jacqueline A. Salcines  
State of Florida at Large  
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING THE AGENT  
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST, THAT INDEPENDENT REALTY INTERNATIONAL, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF CELEBRATION, STATE OF FLORIDA, HAS NAMED CHRISTINE E. SELLARS AS REGISTERED AGENT, LOCATED AT 215 CELEBRATION PLACE, SUITE 500, CELEBRATION, FLORIDA 34747 AS THE AGENT AND PRINCIPAL ADDRESS OF BUSINESS UPON WHOM PROCESS MAY BE SERVED.

SIGNATURE: Christine E. Sellars  
CHRISTINE E. SELLARS  
Incorporator

FILED  
02 APR 11 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE: Christine E. Sellars  
CHRISTINE E. SELLARS  
(RESIDENT AGENT)

DATED: - APRIL 3<sup>rd</sup>, 2002