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FLORIDA PROFIT CORPORATION OR P.A.

matthew j. whitehead iii, p.a.

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ARTICLES OF INCORPORATION

OF

MATTHEW J. WHITEHEAD III, P.A.

I, the undersigned, being the sole incorporator of MATTHEW J. WHITEHEAD III, P.A., do hereby form a corporation for profit (the "Corporation"), for the purpose of becoming a professional corporation under the laws of the State of Florida, by and under the provisions of Chapter 621 of the Florida Statutes (the "Statutes"), as amended, under the title "Professional Service Corporation Act" of the State of Florida and the applicable opinions of the Attorney General of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

Name of Corporation.

The name of the corporation shall be:

Matthew J. Whitehead III, P.A.

ARTICLE II

Nature of Business.

The Corporation is organized for the following purposes:

A. To engage in the practice of Real Estate Sales, as enumerated under Chapter 475 of the Statutes as it now exists or may hereinafter be amended as a professional corporation and to carry on services incident thereto, and Real Estate Services including brokering mortgages, property management and investment consulting. The practice of Real Estate Sales and Services is the sole and exclusive professional service to be rendered by the Corporation.

B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of the Corporation.

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C. The professional services of the Corporation shall be carried out only through officers, employees and agents, each of whom has been duly licensed as either 1) a real estate salesman or broker salesman or broker under the provisions of Chapter 475 of the Statutes as it now exists or may hereinafter be amended or 2) a mortgage broker under the provisions of Chapter 494 of the Statutes as it now exists or may hereinafter be amended.

D. To exercise all powers set forth in Section 607.011 of the Florida General Corporation Act, which are not inconsistent with the provisions of Chapter 621 of the Statutes.

E. To invest the Corporation's assets for the benefit of the corporation's employees, including but not limited to the parties hereto, which benefits are allowable to corporations in general under the Internal revenue Code (1954), as amended.

F. To conduct its business at multiple locations, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property in the State of Florida, as well as in the District of Columbia, and all other states, territories, possessions, dependencies of the United States and all other countries or places whatsoever.

G. To contract debts and borrow money.

H. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or to dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and while the owner of such stock, to exercise all rights, powers, and privileges of ownership, including the right to vote such stock.

I. To be an incorporator, partner, member or associate of any corporation, partnership, joint venture, trust or other enterprises.

J. The Corporation shall not engage in any business other than Real Estate Sales and Services as enumerated under Chapters 475 and 494 of the Statutes as they now exist or may hereinafter be amended, for which it is to be specifically incorporated; provided, however, that this limitation shall not act to prohibit the Corporation from investing its funds in real estate, mortgages, stocks, bonds, or other types of investments, from providing investment advice and subsequently property management, or from owning real or personal property necessary for rendering of said professional services.

K. To have and exercise all rights and powers from time to time granted to a professional service corporation by law.

L. All of the above purpose clauses shall be limited by reference to or inference from one another, but each such purpose clause shall be construed as a separate statement conferring independent purposes and powers upon the Corporation.

ARTICLE III

Capital Stock

The authorized capital stock of the Corporation, all of which shall be fully paid and non-assessable, shall consist of One Hundred (100) Shares of Common Stock at \$1.00 par value.

ARTICLE IV

A. The Corporation shall have perpetual existence.

B. If the shares of stock of the Corporation are owned by a single stockholder, then in the event of the said sole stockholder's death, the heirs, executors, or administrators of said sole stockholder's estate shall have the power to amend the Articles of Incorporation of the Corporation to provide that the Corporation may continue on as a general corporation to conduct any other business authorized under the provisions of the Florida General Corporation Act and any amendments thereto.

ARTICLE V

Principal Office and Resident Agent

The initial registered office of the Corporation in the State of Florida shall be: 2549 Montclair Circle, Weston, Florida, 33327. The Stockholders may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VI

Directors

The Board of Directors of the Corporation shall consist of one director 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. The name and address of the initial director of the Corporation is: Matthew J. Whitehead III, 2549 Montclair Circle, Weston, Florida, 33327.

ARTICLE VII

A. All shareholders of the Corporation shall be licensed Real Estate Salespersons or Broker Salespersons in good standing and/or licensed Mortgage Brokers in good standing.

B. If any officer, shareholder, agent or employee of the Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within the State of Florida, or is elected to a public office or accepts employment, which, pursuant to the then existing law, places restrictions or limitations upon his continuing to render services as a licensed Real Estate Salesman, he shall sever employment with and financial interest in the Corporation forthwith, and at such time such shareholder's share shall immediately become subject to purchase by the Corporation in accordance with the Bylaws. Any other provisions hereof or of the By-Laws adopted hereunder notwithstanding, no shareholder of the Corporation may sell or transfer shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholder's meeting specifically called for such purpose.

ARTICLE VIII

Corporate Responsibilities.

The Corporation and all its shareholders, officers, directors, agents, and employees shall initially and from time to time comply with the provisions of the Professional Service Corporations Act of the State of Florida.

ARTICLE IX

Bylaws.

The Corporation's stockholders are specifically authorized from time to time to adopt Bylaws not inconsistent herewith, restraining the alienation of shares of stock of the Corporation and providing for the purchase or redemption by the Corporation of such shares of stock; providing, however, such provisions dealing with purchase or redemption by the Corporation of such shares of stock may not be invoked at a time or in a manner that would impair the capital of the Corporation.

ARTICLE X

Subscribers.

The names and street addresses of each incorporator to these Articles of Incorporation, the number of shares which each agrees to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Matthew J. Whitehead III	2549 Montclair Circle Weston, Florida, 33327	100

ARTICLE XI

Voting Trust.

No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XII

Amendments.

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by a majority vote of the stockholders at a meeting called therefore.

ARTICLE XIII

Contract

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any stockholder of the Corporation is interested in, or is a director, officer or stockholder individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract, or other transaction of the Corporation with any person, firm or corporation, shall be affected by the fact that any stockholder of the Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a stockholder of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he or she in any way be interested.

IN WITNESS WHEREOF, I, the undersigned, being incorporator of the Corporation, have hereunto set my hand this 25th day of April, 2002, for the purpose of forming the Corporation to do business within and without the State of Florida, and in pursuance of the Florida Professional Corporation Act do make and file in the Office of the Secretary of State these Articles of Incorporation, and certify that the facts herein stated are true.


Matthew J. Whitehead III

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That Matthew J. Whitehead III, P.A., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at the County of Broward, State of Florida, has named Matthew J. Whitehead III as its Agent to accept service of process within Florida.



Matthew J. Whitehead III

President

April 25, 2002

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



Matthew J. Whitehead III

April 25, 2002

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY -8 PM 3:32

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED PROFESSIONAL SERVICE CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Professional Service Corporation is: MATTHEW JACKSON WHITEHEAD, III, P.A.
2. The name and address of the registered agent and office is:
MATTHEW JACKSON WHITEHEAD III
2549 MONTCLAIRE CIRCLE
WESTON, FL 33127

Having been named as registered agent and to accept service of process for the above-named professional service corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Matthew Jackson Whitehead III
MATTHEW JACKSON WHITEHEAD, III
April 25, 2002

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