



# PO2000088685

ACCOUNT NO. : 072100000032

REFERENCE : 706359 81523A

AUTHORIZATION :

*Patricia Pigatto*

COST LIMIT : \$ 78.75

FILED  
02 AUG 15 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 15, 2002

ORDER TIME : 11:20 AM

ORDER NO. : 706359-005

800007140408--3

CUSTOMER NO: 81523A

CUSTOMER: Ms. Betty Kay Czajkowski  
Decubellis & Meeks  
837 North Garland Avenue  
Orlando, FL 32801

DOMESTIC FILING

NAME: PAUL DEERING, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS:

*g 8/15*

RECEIVED  
02 AUG 15 PM 12:59  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
PAUL DEERING, P.A.

The undersigned incorporator makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, these Articles of Incorporation, for the purpose of forming a professional service corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this professional service corporation shall be:

PAUL DEERING, P.A.

and its principal office and mailing address is:

788 NORTH INTERLACHEN AVENUE  
WINTER PARK, FLORIDA 32789

ARTICLE II - EXISTENCE

This professional service corporation shall commence upon filing with the Department of State and shall have perpetual existence.

ARTICLE III - THE BUSINESS, OBJECTS OR PURPOSES

The general nature of the business to be transacted by this professional service corporation or the objects or purposes of the professional service corporation, shall be as follows:

(a) To engage solely and specifically in the business of providing services that are customarily performed by a salesperson duly licensed in the State of Florida under Chapter 475, Florida Statutes. However, in the event that the shareholders and officers of this corporation become licensed real estate brokers, then the services provided by this corporation shall automatically expand to include the services that may be provided by licensed real estate brokers under Florida law.

(b) In general, to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV - CAPITAL STOCK

(a) The maximum number of shares of stock that this professional service corporation is authorized to have outstanding at any one time is 10,000 shares having a par value of \$.01 per share.

FILED  
02 AUG 15 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(b) All or any portion of the said stock may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the professional service corporation, which in the sole judgment of the Board of Directors has at least equivalent value to the full value of the stock issued. All shares when issued shall be deemed to be fully paid and non-assessable.

(c) Each shareholder of this professional service corporation must be a duly licensed salesperson, broker or broker-salesperson in the State of Florida.

(d) No shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this shares of stock.

#### ARTICLE V - BOARD OF DIRECTORS

(a) There shall be a Board of Directors for this professional service corporation which shall consist of not less than one (1) director. Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time as provided in the by-laws adopted by the shareholders.

(b) Each said director shall be of full age and shall be a duly licensed salesperson, broker or broker-salesperson in the State of Florida.

(c) Unless otherwise stated in the by-laws adopted by the shareholders, a quorum for the transaction of business shall be a majority of the directors of the professional service corporation. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors of this professional service corporation, who, subject to these Articles of Incorporation, the by-laws of this professional service corporation and the laws of the State of Florida shall hold office until the first annual meeting of the shareholders, or until their successors have been duly elected and qualified, or until their resignation, removal from office, or death, are:

Name

Address

PAUL DEERING

788 N. INTERLACHEN AVE.  
WINTER PARK, FL 32792

## ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator is:

PAUL DEERING  
788 N. INTERLACHEN AVE.  
WINTER PARK, FL 32789

## ARTICLE VIII - TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this professional service corporation and any other corporation, and no other contract or transaction of this professional service corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, any other corporation, or are directors or officers of other corporations. Any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this professional service corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this professional service corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this professional service corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

## ARTICLE IX - BY-LAWS

(a) The power to adopt the by-laws of this professional service corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this professional service corporation; provided, however, that any by-laws or amendments thereto as adopted by the Board of Directors may be altered and amended or repealed by the vote of the shareholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the shareholders. No by-law which has been altered, amended or adopted by such vote of shareholder may be altered or amended or repealed by the vote of the Board of Directors.

(b) The by-laws of this professional service corporation shall be for the government of the professional service corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the professional service corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

(a) The initial registered office of this professional service corporation will be 837 NORTH GARLAND AVENUE, ORLANDO, FLORIDA 32801.

(b) The initial registered agent of this professional service corporation for the purpose of accepting notice or demand on this professional service corporation shall be DECUBELLIS & MEEKS, P.A. at 837 NORTH GARLAND AVENUE, ORLANDO, FLORIDA 32801.

IN WITNESS WHEREOF, the incorporator has executed these Articles for the uses and purposes herein stated.

  
\_\_\_\_\_  
PAUL DEERING

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13th day of AUGUST, 2002, by PAUL DEERING, who is personally known to me or who has produced as identification and who did not take an oath.

NOTARY PUBLIC:

Sign:   
\_\_\_\_\_

Print: DANIEL L. DECUBELLIS  
State of Florida at Large (Seal)  
My Commission Expires:



Daniel L. DeCubellis  
My Commission DD097958  
Expires June 03, 2008

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE FOR  
SERVICE OF PROCESS WITHIN THIS STATE NAMING REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED


PURSUANT to Chapter 48.091, FLORIDA STATUTES, the following is submitted in compliance with said Act:

THAT PAUL DEERING, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of ORLANDO, County of ORANGE, and State of Florida, has named a Registered Agent, DECUBELLIS & MEEKS, P.A., and Registered Office at 837 NORTH GARLAND AVENUE, ORLANDO, FLORIDA 32801, to accept service of process within this State.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby state that I am familiar with the duties, obligations and responsibilities as a Registered Agent under Florida law, and I hereby accept the duties and responsibilities as Registered Agent for PAUL DEERING, P.A..

DECUBELLIS & MEEKS, P.A.

By:   
Daniel L. DeCubellis, President

FILED  
02 AUG 15 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA