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TRANSMITTAL LETTER

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

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*****78.75 *****78.75

SUBJECT: INDEPENDENT PLANNING & CONSULTING 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: ROBERT CAIRNS
Name (Printed or typed)

1033 LAKE BELL DR.
Address

WINTER PARK, FL 32789
City, State & Zip

407 - 740 - 5592
Daytime Telephone number

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02 OCT -4 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Bm 10/7

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ARTICLES OF INCORPORATION
OF
Independent Planning and Consulting Group, Inc.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is INDEPENDENT PLANNING AND CONSULTING GROUP, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of providing financial services and products, and transacting any or all lawful business, including but not limited to:

- (a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or there structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or there structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.
- (b) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, an to invest, trade or deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.
- (c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute such mortgages, transfer or corporate property, or other instruments to secure the payment of corporate indebtedness.
- (d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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- (e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by another corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated or facilitate the same.
- (g) To carry on any or all of its operations and businesses and to promote its objects with the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.
- (h) To engage in any and all lawful businesses, trades, occupations and professions.
- (i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

ARTICLE III – CAPITAL STOCK

The maximum number of shares of the stock that this corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV – TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V – ADDRESS

The initial street address of the principal office of this corporation is to be at 1033 Lake Bell Drive, Winter Park, FL 32789. The initial mailing address of this corporation is to be 1033 Lake Bell Drive, Winter Park, FL 32789. The board of directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI – DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws, but shall never be less than one (1). The corporation shall have one (1) directors initially.

ARTICLE VII – INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
J. Scott Bodie	1033 Lake Bell Drive Winter Park, FL 32789
Robert Cairns	4611 Lardo Place Orlando, FL 32812

ARTICLE VIII – INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

<u>Name</u>	<u>Address</u>
Robert Cairns	4611 Lardo Place Orlando, FL 32812

ARTICLE IX – REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1033 Lake Bell Drive, Winter Park, FL 32789, and the name of the initial registered agent of this corporation is J. Scott Bodie.

ARTICLE X – EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Articles of Incorporation are acknowledged.

ARTICLE XI – VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII – BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII – INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE XIV – PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided for the Florida General Corporation Act.

ARTICLE XV – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI – SHAREHOLDERS' AGREEMENT

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the forgoing Articles of Incorporation under the laws of the State of Florida, this 28th day of October, 1997.

Robert Cairns
Incorporator

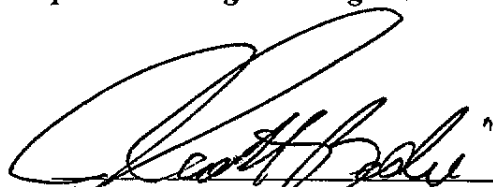


Signature/ Incorporator

10/1/02

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby 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.



Signature/Registered Agent

10/1/02

Date

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