

P02000128025

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

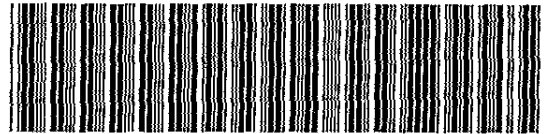
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000009115370

12/02/02--01068--006 \*\*78.75

FILED  
02 DEC -2 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

m 12/5

TRANSMITTAL LETTER

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

SUBJECT: CLOSE TO Y004 TITLE COMPANY, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: \_\_\_\_\_

Name (Printed or typed)

**KRISTINE M. JOHNSON**

Attorney At Law  
Address  
12333 N.W. 18<sup>th</sup> St., Ste 5  
Pembroke Pines, FL 33026

City, State & Zip

954-442-8600

Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**Of**  
**CLOSE TO YOU TITLE COMPANY, INC.**

The undersigned person, acting as incorporator of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**CORPORATE NAME:** The name of the Corporation is:

**CLOSE TO YOU TITLE COMPANY, INC.**

**ARTICLE II**

**DURATION:** The Corporation shall have perpetual existence.

**ARTICLE III**

**PURPOSE:** The purpose of the corporation is to engage in Real Estate closings, and in so doing to conduct any lawful activities permitted under the laws of the United States of America and the State of Florida, which is necessary for the operation of said purpose.

**ARTICLE IV**

**SHARES:** The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

**ARTICLE V**

**PRE-EMPTIVE RIGHTS:** Each shareholder of this corporation shall have the first right to purchase shares (and securities) convertible into shares of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized or issued), including shares from the treasury of this corporation, in the ratio that the number of shares (s)he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from one corporation, stating the prices, terms and conditions of the issue of shares, and inviting them to exercise their pre-emptive rights. This right may be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

02 DEC -2 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

## ARTICLE VI

**INFORMAL ACTION OF DIRECTORS:** If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are files with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

## ARTICLE VII

**POWERS:** The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the State of Florida where this corporation is formed. In addition, the corporation shall have the following specific powers:

- A. To elect or appoint officers and agents of the Corporation and to fix their compensation.
- B. To act as an agent for any individual, association, partnership, corporation or other legal entity.
- C. To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments.
- D. To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation.
- E. To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

## ARTICLE VIII

No contract or transaction between this corporation and any of its directors, or between this corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

#### ARTICLE IX

**MEETING BY CONFERENCE TELEPHONE:** Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone as provided by law, but special meetings of the Board of Directors must be attended in fact in person by each director.

#### ARTICLE X

**INDEMNIFICATION:** The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the by-laws of this corporation pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

#### ARTICLE XI

**INITIAL REGISTERED OFFICE/AGENT AND PRINCIPAL ADDRESS:** The name and address of the initial registered agent and principal office of this corporation is as follows:

Kristine M. Johnson  
12333 N.W. 18<sup>th</sup> Street  
Pembroke Pines, FL 33026

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### ARTICLE XII

**INITIAL BOARD OF DIRECTORS:** This Corporation shall be required to have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

Kristine M. Johnson  
12333 N.W. 18<sup>th</sup> Street  
Pembroke Pines, FL 33026

#### ARTICLE XIII

##### **LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful

stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

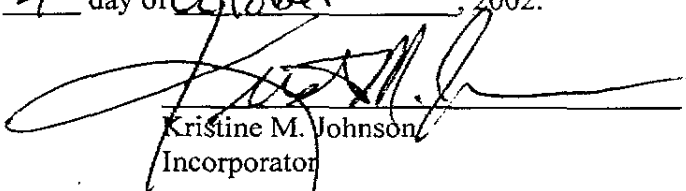
#### ARTICLE XIV

**INCORPORATION:** The name of the incorporator is: **Kristine M. Johnson**

#### ARTICLE XV

**CHAPTER "S":** This corporation reserves the right to function as an entity pursuant to any Internal Revenue provision, including but not limited to Chapter "S".

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the 4<sup>th</sup> day of October, 2002.

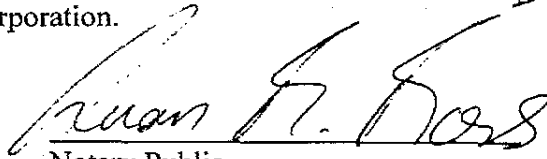
  
Kristine M. Johnson  
Incorporator

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

On the 4<sup>th</sup> day of October, 2002, before me appeared **Kristine M. Johnson**, who is personally known to me or produced \_\_\_\_\_ as identification, and who executed the foregoing Articles of Incorporation.



**Luan R. Ross**  
Commission # DD122797  
Expires June 3, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Notary Public

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **Close To You Title Company, Inc.** at the place designated in the Articles of Incorporation, I, **Kristine M. Johnson** agree to act in this capacity and agree to comply with the provisions of Section 48.091 F.S. relative to keeping open such office.

10/04/02  
Date

  
(Signature of Registered Agent)