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Division of Corporations

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Florida Department of State  
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FLORIDA PROFTT CORPORATION OR P.A.

Mark Taylor Properties, P.A.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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## **ARTICLES OF INCORPORATION**

### **OF**

## **MARK TAYLOR PROPERTIES, P.A.**

The undersigned subscriber to these articles of incorporation adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, chapter 621, Florida Statutes, and other laws of the State of Florida.

### **ARTICLE I NAME**

The name of the professional service corporation is MARK TAYLOR PROPERTIES, P.A. ("Corporation").

### **ARTICLE II PRINCIPAL OFFICE**

The principal office and mailing address of Corporation is 921 Brookside Place, Pensacola, Florida 32503.

### **ARTICLE III PURPOSE**

Corporation is formed to engage in every phase and aspect of the practice of a real estate brokerage. In addition, Corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

### **ARTICLE IV TERM OF EXISTENCE**

Corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

### **ARTICLE V CAPITAL STOCK**

The capital stock of Corporation shall be 100 shares of common stock having a par value of \$1.00 per share. None of the shares of Corporation may be issued to anyone other than an individual duly licensed to practice as a real estate broker in the State of Florida.

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#### **ARTICLE VI REGISTERED OFFICE AND AGENT**

The initial street address of Corporation's registered office is 501 Commendencia Street, Pensacola, Florida 32501. The initial registered agent for Corporation at that address is David E. Hightower.

#### **ARTICLE VII BOARD OF DIRECTORS**

The business of Corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors are:

Paul Mark Taylor  
921 Brookside Place  
Pensacola, Florida 32503

#### **ARTICLE VIII SUBSCRIBER**

The name and address of the person signing these articles of incorporation as subscriber are:

David E. Hightower  
501 Commendencia Street  
Pensacola, Florida 32501

#### **ARTICLE IX RESTRAINT ON ALIENATION OF SHARES**

The shareholders of Corporation shall have the power to include in the bylaws, or by separate agreement adopted by two-thirds of Corporation's shareholders, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of Corporation may sell or transfer stock in Corporation except to another individual who is licensed as a real estate broker in the State of Florida. If any shareholder becomes legally disqualified to practice as a real estate broker in the State of Florida, that shareholder's shares of stock shall immediately become subject to purchase by the other shareholders in accordance with the bylaws adopted by the shareholders.

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**ARTICLE X SHAREHOLDER VOTING AND AMENDMENT**

Any action permitted or required to be taken by a vote of the shareholders shall require the consent of the shareholders owning two-thirds of the outstanding stock in Corporation. Only the shareholders owning two-thirds of the outstanding stock in Corporation may amend these articles or Corporation's bylaws.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on March 25<sup>th</sup>, 2003.



DAVID E. HIGHTOWER

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for MARK TAYLOR PROPERTIES, P.A. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under section 607.0501(3), Florida Statutes.

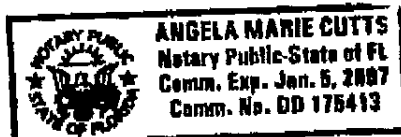


DAVID E. HIGHTOWER

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing Articles of Incorporation and Acceptance of Registered Agent was acknowledged before me by David E. Hightower on March 25, 2003; David E. Hightower is personally known to me or has produced \_\_\_\_\_ as identification.

-SEAL-



  
NOTARY PUBLIC

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