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LAW OFFICES OF
BARRY A. BOBEK
PROFESSIONAL ASSOCIATION

TRIAL PRACTICE
PERSONAL INJURY
REAL PROPERTY
FAMILY LAW

503 EAST MONROE STREET
JACKSONVILLE, FLORIDA 32202
(904) 632-2010
FAX (904) 353-2756

June 12, 2003

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

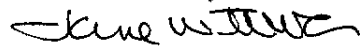
Re: ARE Group, Inc.

To whom this may concern:

Enclosed please find articles of incorporation, in duplicate, for ARE Group, Inc. together with check number 5699 payable to your order in the sum of \$122.50. Please return a certified copy of the articles to the address shown above.

Thank you for your attention in this matter.

Very truly yours,



Jane A. Wittwer, secretary to
Barry A. Bobek

/jaw
enclosure

**ARTICLES OF INCORPORATION
OF**

ARE GROUP, INC.

I, the undersigned, do hereby form a corporation, and for such purpose I hereby make, execute, and adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be ARE Group, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business in the State of Florida.

ARTICLE III - DURATION

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of one dollar (\$1.00) par value common stock.

ARTICLE V - INCORPORATOR

The name and address of the person signing these articles is:

Robert Stuart Willis, 503 East Monroe Street, Jacksonville, Florida 32202

ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE VII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount opposite his or her name:

Robert Stuart Willis	250 shares
Ann Evans	250 shares

Shares held by the initial shareholders listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders this corporation.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE IX - PRINCIPAL ADDRESS, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 503 East Monroe Street, Jacksonville, Florida 32202, and the initial registered office of this corporation is 503 East Monroe Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at this address is Robert Stuart Willis.

ARTICLE X - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws. The names and addresses of the initial directors of this corporation are:

Robert Stuart Willis, 503 East Monroe Street, Jacksonville, Florida 32202
Ann Evans, 503 East Monroe Street, Jacksonville, Florida 32202

ARTICLE XI - OFFICERS

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President: Ann Evans
503 East Monroe Street
Jacksonville, Florida 32202

Vice President, Secretary/Treasurer: Robert Stuart Willis
503 East Monroe Street
Jacksonville, Florida 32202

ARTICLE XII - SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XIII

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 12 day of June, 2003.


Robert Stuart Willis

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Robert Stuart Willis, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein described.

WITNESS my hand and official seal, this 12th day of June, 2003, at Jacksonville, State and County aforesaid.



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that ARE Group, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Robert Stuart Willis, located at 503 East Monroe Street, Jacksonville, Florida 32202, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designed in this certificate, hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office open.


Robert Stuart Willis