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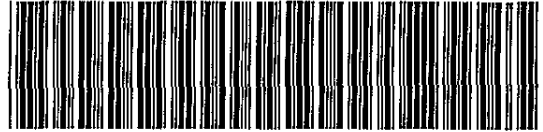
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF REGISTRATION

OB-7/18



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 172695-7339955

AUTHORIZATION : Patricia Pizote

COST LIMIT : \$ 78.75

ORDER DATE : July 17, 2003

ORDER TIME : 11:54 AM

ORDER NO. : 172695-005

CUSTOMER NO: 7339955

CUSTOMER: Thomas E. Rossin, Esq  
Thomas E. Rossin, Esq.

400 Australian Avenue  
Suite 800  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: CAPITAL GAINS REAL ESTATE  
CONSULTANTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
CAPITAL GAINS REAL ESTATE CONSULTANTS, INC.

FILED  
03 JUL 18 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribe to, acknowledge and file the following Articles of Incorporation.

ARTICLE I  
NAME

The name of the corporation shall be Capital Gains Real Estate Consultants, Inc .

ARTICLE II  
STREET ADDRESS OF INITIAL PRINCIPAL OFFICE

The principal place of business shall be 8002 Flagler Court  
West Palm Beach, FL 33405

ARTICLE III  
TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation, unless sooner dissolved according to law.

ARTICLE IV  
PURPOSE, NATURE AND POWERS

This Corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

ARTICLE V  
NUMBER OF SHARES AUTHORIZED

This Corporation is authorized to issue One Thousand (1,000) shares of capital stock having a par value of One Dollar (\$1.00) per share, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of the outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this Corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the Corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE VI  
STREET ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF  
INITIAL REGISTERED AGENT AT THAT OFFICE

The street address of the initial registered office of this Corporation is:

8002 Flagler Court, West Palm Beach, FL 33405

The name of the initial registered agent of this Corporation at that address is:

Roy T. Amico

ARTICLE VII  
INCORPORATORS

The names and addresses of the Incorporators who shall execute these Articles of Incorporation of the Corporation are:

Tom Plante  
1200 South Flagler Drive, Suite 502  
West Palm Beach, FL 33405

Roy T. Amico  
8002 Flagler Court  
West Palm Beach, FL 33405

Armand Amico  
745 Siesta Key Circle, Apt. 1522  
Deerfield Beach, FL 33444

ARTICLE VIII  
DIRECTORS

The Corporation shall have three (3) directors initially who shall be the initial Board of Directors. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one (1). The name and addresses of the initial directors of this Corporation, who, unless otherwise provided by these Articles of Incorporation or the Bylaws of the Corporation, shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, are:

Tom Plante  
1200 South Flagler Drive, Suite 502  
West Palm Beach, FL 33405

Roy T. Amico  
8002 Flagler Court  
West Palm Beach, FL 33405

Armand Amico  
745 Siesta Key Circle, Apt. 1522  
Deerfield Beach, FL 33444

ARTICLE IX  
OFFICERS

The names of the initial officers of the Corporation and their addresses are:

Roy T. Amico, President  
8002 Flagler Court  
West Palm Beach, FL 33405

Tom Plante, Vice President  
1200 South Flagler Drive, Suite 502  
West Palm Beach, FL 33405

Armand Amico, Secretary/Treasurer  
745 Siesta Key Circle, Apt. 1522  
Deerfield Beach, FL 33444

ARTICLE X  
BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the Corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the Corporation.

ARTICLE XI  
INDEMNIFICATION AND LIMITATION OF LIABILITY

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The Corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the Corporation.

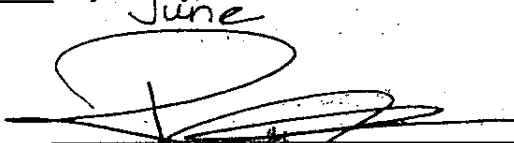
ARTICLE XII  
WORKING CAPITAL

The Board of Directors shall have the authority to fix any amount which in its discretion needs to be reserved as working capital of the Corporation.

ARTICLE XIII  
AMENDMENT

The Corporation reserves the right to amend, add, or repeal a provision contained in these Articles of Incorporation in the manner consistent with the law in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporators have executed the foregoing Articles of Incorporation on this 27<sup>th</sup> day of June, 2003.



Roy T. Amico  
Incorporator



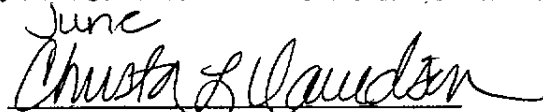
Tom Plante  
Incorporator



Armand Amico  
Incorporator

STATE OF FLORIDA           )  
COUNTY OF PALM BEACH   )

BEFORE ME, a Notary Public, personally appeared Tom Plante, Roy Amico and Armand Amico to me known to be the persons described as Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on this 27<sup>th</sup> day of June, 2003.



Notary Public, State of Florida

My commission expires on \_\_\_\_\_

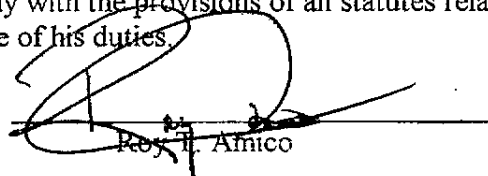


Christa L. Davidson  
My Commission CC851228  
Expires July 1, 2003

FILED  
03 JUL 18 PM 1  
SECRETARY OF ST  
TALLAHASSEE, FLO

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
Roy L. Amico