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SECRETARY OF STATE  
PALM BEACH, FLORIDA

03 JUL 25 AM 10:56

FILED

LAW OFFICES  
**BRUCE R. ANDERSON, JR., P.A.**

*Trial Practice - Personal Injury and Wrongful Death,  
Criminal Defense and Family Law*

1807 North Third Street • Jacksonville Beach, Florida 32250  
Phone 904-249-6411 • Facsimile (904) 249-6544

July 23, 2003

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

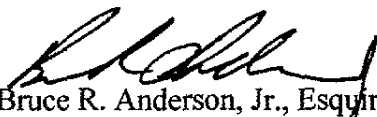
Subject: Michelle Cummings, P.A.

To Whom It May Concern:

Please find enclosed an original and two (2) copies of the Articles of Incorporation for Michelle Cummings, P.A.. Also enclosed is my law firm's check in the amount of \$78.75 representing the filing fees for the Articles of Incorporation, Registered Agent Designation and Certified Copy. Please return all correspondence concerning this matter to my office.

If you have any questions or need any further information, please call me at your earliest convenience. Thank you for every assistance in this matter, I am,

Sincerely yours,

  
Bruce R. Anderson, Jr., Esquire

BRA/hk

**EFFECTIVE DATE**

7-23-03

**FILED**

03 JUL 25 AM 10:56

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**MICHELLE CUMMINGS, P.A.**

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract and a Real Estate Agent licensed or otherwise legally authorized to practice by and within the State of Florida, hereby acting as Sole Incorporator for the purpose of forming a Professional Service Corporation for profit by virtue of the provisions of Chapter 621, Florida Statutes, and Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the Corporation is:

**MICHELLE CUMMINGS, P.A.**

**ARTICLE II. ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation are: 116 Third Avenue South, Jacksonville Beach, Florida 32250.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation commences on July 23, 2003, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation. This election is made pursuant to §607.0123 and §607.0203, Florida Statutes.

**ARTICLE IV. DURATION**

The period of duration of the Corporation is perpetual.

## **ARTICLE V. PURPOSE**

The general nature of business and the proposed objects and purposes to be transacted, promoted and carried on by the Corporation are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do under the Laws of the State of Florida, including, but not limited to:

1. To engage in every aspect of the practice of real estate sales and all its fields of specialization as are engaged in by real estate salespersons or brokers in this State.
2. To engage and render the professional service involved only through its officers, agents and employees who are real estate salesperson or brokers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To own real and personal property necessary for the rendering of the professional services hereby authorized.
5. To engage in no other business other than the rendering of the professional services specified herein.

## **ARTICLE VI - AUTHORIZED SHARES**

The maximum number of shares of stock which this Corporation is authorized to issue is 100,000 shares of Common Stock having a par value of \$1.00 per share.

#### **ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The Corporation designates 4887 Belfort Road, Jacksonville, Florida 32256 as the street address of the initial registered office of the Corporation and names **Kenneth R. Krey** the Corporation's initial Registered Agent at that address to accept service of process within this State.

#### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The Corporation has one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but will never be less than one

(1). The name of the initial director is **Michelle Cummings**.

#### **ARTICLE IX. INCORPORATOR**

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

Name

Address

**Michelle Cummings**

116 Third Avenue South  
Jacksonville Beach, Florida 32250

#### **ARTICLE X. INITIAL OFFICERS**

The name and address of the person who shall serve as Officers until the first annual meeting of Shareholders, or until his successor shall have been elected and qualified is as follows:

Name

Address

**Michelle Cummings**

116 Third Avenue South  
Jacksonville Beach, Florida 32250

#### **ARTICLE XI. SHAREHOLDER ACTION**

Two-thirds consent of the Shareholders of the Corporation shall be required for any shareholder action. Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not have their written consent.

#### **ARTICLE XII. STOCK TRANSFER AGREEMENTS**

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, and any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledge, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

#### **ARTICLE XIII. PREEMPTIVE RIGHTS**

No holder of any shares of stock of the Corporation shall have any preemptive rights whatsoever to subscribe for or acquire additional shares of the Corporation of any class, whether such shares shall be hereby or hereafter authorized; and no holder of shares shall have any rights to subscribe to or acquire any shares which may be held in the treasury of the Corporation; nor shall any holder have a right to subscribe to or acquire any bonds, certificates of indebtedness, debentures or other securities convertible into stock or carrying any right to purchase stock may be sold for such consideration, at such time, on such terms and to such person or persons, firms, corporations or associations as the Board of Directors may from time to time determine.

#### **ARTICLE XIV. FUNDAMENTAL CHANGES**

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a) Amendment, alteration, change or repeal of any provisions of the Articles of Incorporation;
- b) Reorganization, merger or consolidation of the Corporation;
- c) Sale, lease or exchange of the major portion of the property or assets of the Corporation;
- d) Dissolution of the Corporation.

#### **ARTICLE XV. INDEMNIFICATION**


(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or

its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advance expenses if it is ultimately determined that such person is not entitled to be indemnification against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.



The undersigned incorporator, for the purpose of forming a Corporation under the laws of the State of Florida, has executed these Articles of Incorporation on July 23, 2003.

  
MICHELLE CUMMINGS  
Incorporator

**ACCEPTANCE AND ACKNOWLEDGMENT OF REGISTERED AGENT**

I, the undersigned, agree to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: 7/24/2003

  
KENNETH R. KREY  
Registered Agent

**FILED**  
03 JUL 25 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA