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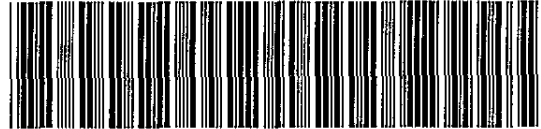
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CORPORATION SERVICE COMPANY\*

ACCOUNT NO. : 072100000032

REFERENCE : 692605 7189872

AUTHORIZATION :

*Patricia Pizutto*

COST LIMIT : \$ 87.50

ORDER DATE : May 27, 2004

ORDER TIME : 2:17 PM

ORDER NO. : 692605-005

CUSTOMER NO: 7189872

CUSTOMER: Mr. Mark Kleinfeld  
Mark B. Kleinfeld P.a.

205 Worth Avenue  
Suite 310  
Palm Beach, FL 33480

DOMESTIC FILING

NAME: STEVE J. DAVIS, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

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

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**ARTICLES OF INCORPORATION  
OF  
STEVE J. DAVIS, P.A.**

The undersigned subscriber to these Articles of Incorporation is a real estate sales associate duly licensed to render services as such under the Laws of the State of Florida, and hereby presents these Articles for the formation of a corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes.

**ARTICLE I**

Name of Corporation

The name of the corporation is Steve J. Davis, P.A.

**ARTICLE II**

Purpose

This corporation is organized for the purposes of providing services as a real estate sales associate and for the purpose of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

**ARTICLE III**

Capital Stock

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is ten (10) shares of common stock having a par value of \$1.00 per share, which shares shall be without preemptive rights.

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**ARTICLES OF INCORPORATION  
OF STEVE J. DAVIS, P.A.**

B. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value, in the judgment of the Board of Directors, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

**ARTICLE IV**

Commencement and Term of Existence

The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statutes 607.0203, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

**ARTICLE V**

Registered Agent/Registered Office  
Principal Office, Mailing Address

The initial Registered Agent of this corporation is Steve J. Davis, who is located at the Registered Office of the corporation at 5605 S. Flagler Drive, West Palm Beach, FL 33405 which is also the Principal Office of the corporation. The mailing address is 5605 S. Flagler Drive, West Palm Beach, FL 33405.

**ARTICLE VI**

Directors and Officers

A There shall be a Board of Directors consisting of one (1) to five (5) Directors.  
The election of Directors and term of office is fixed by the By-Laws of the Corporation except that

**ARTICLES OF INCORPORATION  
OF STEVE J. DAVIS, P.A.**

the initial Board of Directors shall consist of Steve J. Davis who shall serve his successor shall be elected and qualified. The number of Directors shall never be less than one (1). The name and street address of the member of the first Board of Directors is Steve J. Davis, 5605 S. Flagler Drive, West Palm Beach, FL 33405.

B. The corporation shall be managed by a President, Secretary and Treasurer. The election and term of office of the officers is fixed by the By-Laws of the Corporation. Any number of offices may be held by the same person. The name of the first officer to hold office until their successors are elected or appointed and shall have qualified is Steve J. Davis, whose address is 5605 S. Flagler Drive, West Palm Beach, FL 33405 as President, Secretary and Treasurer.

C. Any Director may be removed from office by the shareholders entitled to vote thereon at any annual or special meeting of the shareholders for any cause deemed sufficient by such shareholders.

**ARTICLE VII**

**Incorporator**

The name and street address of the incorporator is Steve J. Davis who is a real estate sales person duly licensed under the laws of the State of Florida to render services as such.

**ARTICLE VIII**

**Restraint of Issuance and Alienation of Shares**

A. Shares of the Corporation's capital stock shall only be issued to individuals who are duly licensed as a real estate sales associate, broker or broker-sales associate.

B. No shareholder of the Corporation may sell or transfer his share of stock therein

**ARTICLES OF INCORPORATION  
OF STEVE J. DAVIS, P.A.**

of the Corporation shall enter in to a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares. Proxies may be given only to other shareholders.

C. The Corporation and other shareholders have a first right of refusal upon the alienation of shares by a shareholder. In the event of death or disqualification of any shareholder, the remaining shareholders of the Corporation, or the Corporation itself, shall redeem the shares within ninety (90) days of such death or disqualification.

D. Any sale or purported sale or transfer of the shares of the Corporation other than as herein provided shall be null and void.

**ARTICLE IX**

By-laws

The shareholders of the Corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the Corporation, and the duties of the officer of the Corporation shall be prescribed by such By-Laws. The By-Laws may require a vote or action by more than a majority of Directors or by more than a majority of the shares of shareholders in specified matters.

**ARTICLE X**

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this

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**ARTICLES OF INCORPORATION  
OF STEVE J. DAVIS, P.A.**

reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25<sup>th</sup> day of May

2004.

  
\_\_\_\_\_  
Steve J. Davis

**ARTICLES OF INCORPORATION  
OF STEVE J. DAVIS, P.A.**

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED**

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted  
in compliance with said Act:

That Steve J. Davis, P.A., desiring to organize under the laws of the State of Florida, with  
its registered office as indicated in the Articles of Incorporation at  
5605 S. Flagler Drive, West Palm Beach, FL 33405  
has named Steve J. Davis 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  
designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the  
provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Steve J. Davis  
INCORPORATOR/REGISTERED AGENT

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