

CAPITAL CONNECTION

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FLORIDA PROFIT CORPORATION OR P.A.

THE KEYS-FINANCIAL PLANNING, INC.

Certificate of Status	0
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CAPITAL CONNECTION

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06/07 '04 12:22 NO.959 02/07

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EFFECTIVE DATE

6/15/04

2004 JUN -7 AM 8:05

**ARTICLES OF INCORPORATION
OF**

STATE OF FLORIDA
TALLAHASSEE FLORIDA

THE KEYS-FINANCIAL PLANNING, INC.

KNOWN ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby certify that he is forming a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

**ARTICLE I
NAME**

The name of the Corporation shall be The Keys-Financial Planning, Inc.

**ARTICLE II
EFFECTIVE DATE**

The date of corporate existence shall be June 15, 2004.

**ARTICLE III
PURPOSE**

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation; including, but not inclusive of the following;

1. The nature of the business to be transacted by this corporation is financial planning.
2. To erect dwellings, apartment houses and other building, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks, cemeteries and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved; and any right or interest therein.
3. To manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking business, safe deposit trust, insurance, surety, express, railroad, canals, telegraph or telephone or cemetery company, a

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- building and loan association, fraternal benefit society, state fair or exposition.
4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, execute mortgages, and transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
 5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
 6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock. To purchase its own capital stock from earned surplus.
 7. To engage and deal with the Directors of this corporation and its officers in contracts or otherwise, and if the absence of fraud, not director or officer of this corporation shall be disqualified from any arms length transaction with this corporation.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that may be issued by this Corporation is One Thousand (1,000) shares of common stock, one dollar (\$1.00) par value

ARTICLE V PREEMPTIVE RIGHTS

Each shareholder of any class of stock of the Corporation is entitled to full preemptive rights to purchase any un-issued shares of stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any un-issued shares of stock provided, however, each shareholder will have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE VI DURATION

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

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ARTICLE VII
PRINCIPAL OFFICE

The mailing and principal office of the Corporation shall be 15611 New Hampshire Court, Fort Myers, Florida 33908.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The business and Corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time of the By-Laws of the Corporation. The Corporation shall have two (2) Directors initially. The names and street addresses of the initial members of the Board of Directors of this Corporation, who shall hold office until their successors are duly elected and qualified are:

NAME	ADDRESS
Terry Sutton	15611 New Hampshire Court Fort Myers, Florida 33908
Philip S. Sandler	15611 New Hampshire Court Fort Myers, Florida 33908

ARTICLE IX
OFFICERS

The Officers of the Corporation shall be elected by the Board of Directors of the Corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made thereto, and any office that may become vacant may be filled by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the Corporation shall be prescribed by the By-Laws.

The names and addresses of the initial officers of this Corporation, who shall hold office until his or her successor is duly elected and qualifies, are:

NAME	TITLE
Terry Sutton	President/Secretary
Philip S. Sandler	Vice President/Treasurer

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ARTICLE X
ADDITIONAL POWERS

In furtherance and not in limitation of the powers conferred by statute, the Corporation shall have and may exercise the following powers:

1. The Corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.
2. Meeting of the Directors or stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the Corporation, subject to any statutory restriction relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the Corporation shall not prevent and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the By-Laws of this Corporation consistent therewith.
3. The number of Directors of this Corporation shall be fixed from time to time by the By-Laws, subject to any limitation imposed by the Articles of Incorporation or any amendment thereto.
4. The Corporation in its By-Laws may confer upon the Directors powers additional to the foregoing and the powers and authorities expressly conferred upon them by statute.
5. it shall not be necessary for any officer of the Corporation to be a Director, or for any officer to be a stockholder.
6. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the Corporation, and the date of such meeting may be changed from time to time as the By-Laws provide; and the manner of calling meeting of stockholders and Directors shall be fixed by the By-Laws.
7. The Corporation reserved the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation; provided, however that any amendment to Article IV shall require approval of all issued share of common stock, voting and non-voting, and the holders of such voting and non-voting shares of the common stock shall be deemed a shareholder of record entitled to vote.

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ARTICLE XI INDEMNIFICATION

Each Director and officer in consideration of his or her services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him or her in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him or her by reason of his or her being or having been an officer of the Corporation or Director of the Corporation, whether or not wholly owned by any reason of any act or omission to act as such Director or Officer, provided that he or she shall not have been derelict in the performance of his or her duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The forgoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

ARTICLE XII RELATED PARTY TRANSACTIONS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this Corporation is a member, stockholder, Director or officer, or are members, stockholders, Directors, or officers of such other firm or corporation; and any Director or officer or officers, individually or jointly, may be party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this corporation is interested; and not contract, act or transaction of this Corporation with any with any person or persons, firm, association or corporation shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this Corporation is party or parties to, or are interested in such contract, act or association or corporation and each and every person who may become a Director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he is she may be in any way interested.

ARTICLE XIII REGISTERED AGENT AND OFFICE

The registered agent shall be Michael F. Hornung, and the registered office address for the registered agent is 15611 New Hampshire Court.

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ARTICLE XIV
INCORPORATOR

The name and street address of the incorporator of these Article of Incorporation is Terry Sutton, 15611 New Hampshire Court, Fort Myers, Florida 33908.

IN EXECUTION HEREOF, I have hereunto set my hand and seal, and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this date.


Terry Sutton, Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 48.091, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement is designating the registered office/registered agent in the State of Florida.

The Keys-Financial Planning, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named Michael F. Hornung, 15611 New Hampshire Court, Fort Myers, Florida as its agent to accept service of process within this state.

Having been named to accept service of process for the above state Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Date: 6-4-04


Registered Agent

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