

P04000146636

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☐ PICK-UP

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0015-004--01034--002 \*\*78.75

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SECRET

W04-38074

Jim 10/25

**E. J. Stephenson**  
**1535 Spinning Wheel Drive**  
**Lutz, FL 33559**

October 7, 2004

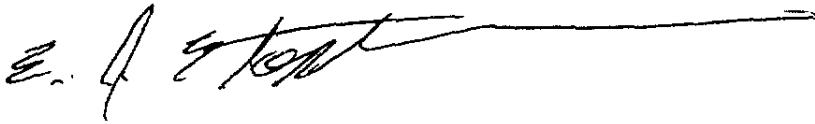
Dept of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Dear Sirs (Ladies):

Enclosed is a check for \$ 78.75 and an original set of Articles of Incorporation (executed and notarized) for REALTY XHANGE, INC. for incorporation with the State of Florida, as well as a copy of these same articles to be certified by your office and returned to me.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "E. J. Stephenson", followed by a long horizontal line extending to the right.

E. J. Stephenson



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 15, 2004

E.J. STEPHENSON  
1535 SPINNING WHEEL DRIVE  
LUTZ, FL 33559

SUBJECT: REALTY XCHANGE, INC.  
Ref. Number: W04000038074

We have received your document for REALTY XCHANGE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filings Section

Letter Number: 804A00059525

**ARTICLES OF INCORPORATION OF REALTY XCHANGE, INC.**

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of this corporation is REALTY XCHANGE, INC. The principal office of this corporation is 1535 Spinning Wheel Drive, Lutz, FL 33559.

**ARTICLE II - DURATION**

*This corporation shall have perpetual existence.*

**ARTICLE III - PURPOSE**

*This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1989), as presently enacted and as it may be amended from time to time.*

**ARTICLE IV - CAPITAL STOCK**

This corporation shall be authorized to issue two (2) classes of capital stock to be designated as common stock ("Common Stock") and preferred stock ("Preferred Stock"). The total number of shares of Common Stock that the corporation shall have authority to issue is ONE MILLION (1,000,000) at a par value of \$ .0001 per share. The total number of shares of Preferred Stock that the corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000) at a par value of \$ .0001 per share, and a stated value of \$1.00 per share.

The holders of the Common Stock shall be entitled to one vote for each share held at all meetings of the Stockholders of the corporation.

As provided herein, the Board of Directors is authorized to determine:

- (A) The rate of dividends, if any, payable on the shares of Common Stock, and the time and manner of payment and whether or not such dividends shall be cumulative;
- (B) The amount, if any, payable upon shares of capital stock in the event of the voluntary or involuntary liquidation, dissolution, or winding up of the corporation, and the manner and preferences of such payment.
- (C) Any and all conditions, features, and characteristics of the Preferred Stock of the Corporation, included, but not limited to the following:
  - (i) The redemption price and corresponding time, manner, and conditions of redemption for outstanding shares; and sinking fund provisions, if any, as the Board may authorize to be instituted;
  - (ii) The amount of interest payable per share, if any;
  - (iii) The conversion ratio of Preferred Stock into Common Stock, if any;
  - (iv) The rate of dividends payable, if any, payable on the shares of Preferred Stock, and the time and manner of payment and whether or not such dividends shall be cumulative;
  - (v) The voting rights per share of Preferred Stock, if any;
  - (v) Any and all amendments to Paragraph C herein.

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OFFICE OF THE  
CLERK OF THE  
COURT  
HILLSBORO, FLORIDA

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1535 Spinning Wheel Drive Lutz, Florida 33559 and the name of the initial registered agent of this corporation at that address is E. J. Stephenson.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is E. J. Stephenson, 1535 Spinning Wheel Drive, Lutz, Florida 33559.

#### **ARTICLE VII - MANAGEMENT**

Pursuant to the laws and authority of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors, and the stockholders:

- (A) The books of the Corporation may be kept at such place or places as may from time to time, be designated by the Board of Directors.
- (B) The business of the Corporation shall be managed by its Board of Directors: the Board of Directors shall have power to exercise all the powers of the Corporation, including (but not limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the corporation, real or personal, without any action of or by the stockholders, except as provided by statute or by the Bylaws.
- (C) Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner, as shall be provided in the Bylaws.
- (D) The Board of Directors shall have the power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholder in any Bylaws adopted by them from time to time.
- (E) The Board of Directors shall have the power, in its sole discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (F) The Board of Directors shall have the power, in its sole discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the stockholders.
- (G) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefore may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.
- (H) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be

invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these ARTICLES OF INCORPORATION is E. J. Stephenson, 1535 Spinning Wheel Drive, Lutz, 33559.

#### ARTICLE IX - INDEMNIFICATION

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

#### ARTICLE X - LIABILITY OF STOCKHOLDERS

The private property of stockholders shall not be subject to the payment of corporate debts.

#### ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these ARTICLES OF INCORPORATION, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these ARTICLES OF INCORPORATION this 22 day of October, 2004.

  
E. J. Stephenson

STATE OF FLORIDA)  
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 22 day of OCTOBER 2004 by  
E. J. Stephenson

Notary Public

My Commission Expires:





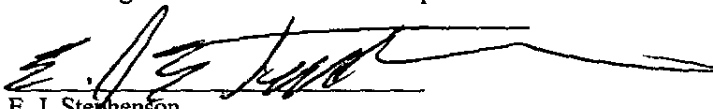
Robin Whissel  
MY COMMISSION # DD068597 EY  
October 30, 2005  
BONDED THROUGH TROY FAIR INSURANCE

**CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET ADDRESS  
FOR SERVICE OR PROCESS WITHIN FLORIDA**

Pursuant to Section 48.901, Florida Statutes, REALTY XCHANGE, INC., desiring to organize under the laws of the State of Florida, hereby designates E. J. Stephenson, located at 1535 Spinning Wheel Drive, Lutz, Florida 33559 as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above, and agrees to comply with the provisions of Section 48.091(2), Florida Statutes, relative to maintaining an office for the service of process.

  
E. J. Stephenson

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CLERK OF COURT  
STATE OF FLORIDA