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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

AMBER TRACY P.A.

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ARTICLES OF INCORPORATION
OF
AMBER TRACY P.A.

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TALLAHASSEE, FLORIDA

The undersigned, all of whom are duly licensed to practice real estate and professional appraising of real estate in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes, and the Florida Professional Service Corporation Act, and Chapter 621 of the Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is AMBER TRACY P.A.

ARTICLE II. REGISTERED AGENT

The name and address of the Corporation's initial registered office in the State is:

NAME

ADDRESS

Robert A. Dickinson

460 S. Indiana Ave.
Englewood, FL 34223

ARTICLE III. TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE IV. COMMENCEMENT OF BUSINESS

The date and time of the commencement of corporate existence will be upon filing of the Articles of Incorporation with the Secretary of State of Florida.

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H 04000246729 3

ARTICLE V. NATURE OF BUSINESS

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of professional real estate and professional appraising of real estate within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonable required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

H 04000246729 3

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be thereafter amended or superseded by any other statute.

ARTICLE VI. PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice real estate and professional appraising of real estate within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any client wherein the right to select the person by which the services shall be rendered is delegated to the client. This provision shall not be applicable to the extent it is in conflict with law or the professional rules of real estate or professional appraising

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or real estate practice.

ARTICLE VII. INCORPORATORS

The names and addresses of each person signing these Articles of Incorporation as incorporator and subscriber thereto are:

NAME

ADDRESS

Nathan Bartlett Tracy, II

821 Callan Street
Englewood, FL 34223

ARTICLE VIII. DIRECTORS

The corporation shall be governed by Florida Statutes, Chapter 607 entitled "Florida General Corporation Act." The business of the corporation shall be managed by a board of directors consisting of one (1) director initially, and by not more than five (5). The name and address of the person who shall serve as the member of the initial board of directors is:

NAME

ADDRESS

Nathan Bartlett Tracy, II

821 Callan Street
Englewood, FL 34223

ARTICLE IX. SHARE STRUCTURE

Number and Type

8.1 The total number of shares of capital stock which the corporation shall be authorized to issue is twenty thousand (20,000) shares. Such shares shall be of a single class of common stock and shall have no nominal or par value.

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Restrictions on Issuance and Transfer

8.2 No share of stock of this Corporation shall be issued or transferred to any person who is not duly licensed to practice real estate or professional appraising of real estate in the State of Florida except as may be otherwise permitted by law.

Authority of Board of Directors

8.3 Shares without par value may be issued pursuant to subscriptions taken by the incorporators for any consideration that may be specified by the incorporators, and, after organization, shares without par value may be issued on such consideration as may be fixed by different amount or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or by the Board of Directors and has been paid or delivered, shall be fully paid and non-assessable.

Dividends

8.4 The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisitions of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

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Shareholders' Actions

8.5 To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

ARTICLE X. CAPITAL STRUCTURE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five (75) persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in 26 USCS Subsection 1371 defining a qualified "small business corporation." In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE XI. CAPITALIZATION

The amount of capital with which the corporation will begin to practice and engage in business shall not be less than \$500.00.

ARTICLE XII. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute.

H 04000246729 3

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Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute) shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

ARTICLE XIII. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the corporation shall not be disqualified by office from dealing or contracting with the corporation as vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this corporation is also a member of a firm; and officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the Corporation for or in respect to any act of the Corporation or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer or any form of which he or she is a member; any corporation of which he or she is an officer, shareholder, director, or trustee; and trust of which he or she is a trustee or beneficiary; or other entity with which he or she is connected is interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested

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H04000246729 3

shall be disclosed or shall have been known to the Board of Directors or the members of the Board present at any meeting of the Board of Directors at which action on the transaction is taken. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorized or takes actions in respect to any such transaction and any interested director may vote, authorize, ratify, or approve the transaction. Any officer of the corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

ARTICLE XIV. PRINCIPAL ADDRESS

The initial street address of the corporation's principal office is:

312 S. INDIANA AVENUE, ENGLEWOOD, FL 34223

ARTICLE XV. INDEMNIFICATION

Right to Indemnification

12.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives

H04000246729 3

H 0 40 00246729 3

against all expenses, judgements, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors had determined, by majority vote at a meeting or by a written instrument signed by majority of all of the directors, that the officer, director, or employee.

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation.

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instruments and thereby be counted for all purposes in determining a majority of the Board of Directors.

Written Demand for Indemnification

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12.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraph (a), (b), and (c) of Paragraph 12.1. If the court determines that the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

ARTICLE XVI. DIRECTORS - INSURANCE AGAINST PROFESSIONAL LIABILITY

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to

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indemnity jfm against such liability under the provisions of these articles, or under law.

ARTICLE XVII. ALIENATION OF SHARES - RESTRICTIONS

A. No shareholder of this corporation may sell or transfer his share of stock in this corporation except to another individual who is eligible to be a shareholder of such corporation.

B. No shareholder shall transfer or encumber his shares of capital stock of the corporation to any person, firm or corporation without the consent of the other shareholders unless shareholder desiring to make the transfer or encumbrance shall first make the offer to sell to the corporation and remaining shareholders in the manner prescribed in the by-laws of this corporation.

ARTICLE XVIII. PRE-EMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, for equivalent value, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

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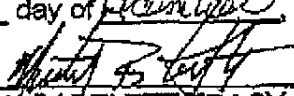
H 04000246729 3

2 Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XIX DISSOLUTION

The corporation may be dissolved at any time by: (1) unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by her.

IN WITNESS WHEREOF, I, the undersigned Incorporator and Subscriber of this corporation have executed these Articles of Incorporation at Englewood, Sarasota County, FLORIDA on the 14th day of December, 2004.


NATHAN BARTLETT TRACY, II
Incorporator/Director

STATE OF FLORIDA
COUNTY OF SARASOTA

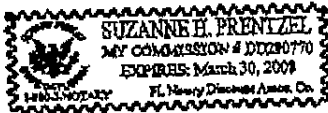
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county above-named to take acknowledgments, personally appeared, Nathan Bartlett Tracy, II, to me known to be the individual described as the Incorporator and Subscriber, and who executed the foregoing Articles of Incorporation

H 04000246729 3

H04000246729 3

and who acknowledged before me that they subscribed to these Articles of Incorporation and who is personally known to me or has produced DRIVERS LICENSE as identification.

14th WITNESS my hand and official seal in the county and state named above this day of December, 2004.



Suzanne H. Prentzel
Notary Public

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT AMBER TRACEY P.A., INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ROBERT A. DICKINSON, LOCATED AT 460 SOUTH INDIANA AVENUE, ENGLEWOOD, SARASOTA COUNTY, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.

AMBER TRACY P.A.

By: Nathan Bartlett Tracy
NATHAN BARTLETT TRACY, II, President

Date: 12/14/04

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.

Robert A. Dickinson

Date: December 14th, 2004

H04000246729 3