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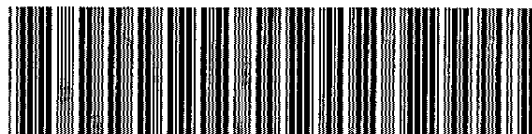
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CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 1/31/05

REF. #: 0173.34299

CORP. NAME: PALM BEACH ESTATE SERVICES CO.

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|----------------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|
| <input checked="" type="checkbox"/> (XX) ARTICLES OF INCORPORATION | <input type="checkbox"/> () ARTICLES OF AMENDMENT | <input type="checkbox"/> () ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> () ANNUAL REPORT | <input type="checkbox"/> () TRADEMARK/SERVICE MARK | <input type="checkbox"/> () FICTITIOUS NAME |
| <input type="checkbox"/> () FOREIGN QUALIFICATION | <input type="checkbox"/> () LIMITED PARTNERSHIP | <input type="checkbox"/> () LIMITED LIABILITY |
| <input type="checkbox"/> () REINSTATEMENT | <input type="checkbox"/> () MERGER | <input type="checkbox"/> () WITHDRAWAL |
| <input type="checkbox"/> () CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> () OTHER: | | |

STATE FEES PREPAID WITH CHECK# 911263 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

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| <input type="checkbox"/> () CERTIFICATE OF STATUS | | |

Examiner's Initials

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TALLAHASSEE, FL
STATE
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ARTICLES OF INCORPORATION

OF

Compass Rose Real Estate Services, Inc.

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of this Corporation shall be Compass Rose Real Estate Services, Inc.

ARTICLE II - Addresses

The address of the initial principal office of the Corporation is 200 Celebration Place, Celebration, Florida 34747. The mailing address of this Corporation is the same as the aforesaid address.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engaged in any activity or business permitted under the laws of the United States of America and of the Florida Business Corporation Act. In furtherance of its corporate purposes, this Corporation shall have all of the general and specific powers and rights granted to and conferred upon a corporation by the Florida Business Corporation Act.

ARTICLE IV - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date on which these Articles are filed with the

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Department of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Registered Office and Agent

The street address of the registered office of the Corporation shall be 1375 Buena Vista Drive, 4th Floor North, Lake Buena Vista, Florida 32830, and the name of the initial registered agent of the Corporation at that address is Jeffrey H. Smith.

ARTICLE VII - Initial Directors

The names and street addresses of the initial members of the Board of Directors of the Corporation are:

NAME	ADDRESS
James M. Lewis	200 Celebration Place Celebration, FL 34747
Marsha L. Reed	500 South Buena Vista Street Burbank, CA 91521
Allen R. Weiss	1375 Buena Vista Drive, 4 North Lake Buena Vista, FL 32830

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

Diane K. Austin	500 South Buena Vista Street Team Disney Building, 205M Burbank, California 91521-0586
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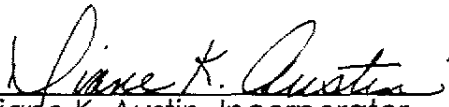
ARTICLE IX - Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the fullest extent permitted by law.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by the holders of a majority of the stock issued and entitled to be voted, unless all Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of January, 2005.


Diane K. Austin, Incorporator

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Jeffrey H. Smith

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STATE OF TEXAS