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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CS-29

TRANSMITTAL LETTER

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

SUBJECT: M & M REAL ESTATE S. CORP.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: KARL MANDERSCHIED
Name (Printed or typed)

6026 SWALLOW DR.
Address

LAKE LAND FL. 33809-5693
City, State & Zip

863-816-9446
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

M & M REAL ESTATE S. CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

KARL MANDERSCHEID
6026 SWALLOW DR.
LAKE LAND FL. 33809-5693

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

See enclosed sheet of PAPER.

ARTICLE IV SHARES

The number of shares of stock is: 2000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Michael MANDERSCHEID - President
9206 WATER BIRD
Riverview FL. 33569

KARL MANDERSCHEID - Sec./Treas
6026 SWALLOW DR.
LAKE LAND FL. 33809

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

KARL MANDERSCHEID
6026 SWALLOW DR.
LAKE LAND FL 33809-5693

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

KARL MANDERSCHEID
6026 SWALLOW DR
LAKE LAND FL. 33809

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Karl Manderscheid
Signature/Registered Agent

2-1-05
Date

Karl Manderscheid
Signature/Incorporator

2-1-2005
Date

M & M REAL ESTATE S CORP.
6026 SWALLOW DR.
LAKELAND FL 33809 5693

Declaration of S Corporation

The purpose of establishing the M & M REAL ESTATE S CORP. (hereafter referred to as the 'corp.') is to establish a profit making business which will build and or buy real estate for resale and or rental/lease of buildings.

The shareholders held their first meeting on Saturday January 8th, 2005 and they elected Michael Manderscheid as President. They also elected Karl Manderscheid Secretary and Treasurer. They both accepted their appointments. Karl Manderscheid will be the signatory to the initial application forms for a business entity and any and all banking requirements.

The fiscal year will run from January 8, 2005 to December 31, 2005 after which it will run on the full calendar year January 1 to December 31 thereafter for the purpose of closing the book, having an audit, and reporting tax information on the appropriate dates.

The annual meeting of the shareholders will be held on the last Saturday of January, at which time election of officers and board members will be addressed.

Shareholders not in attendance may proxy their vote or abstain as they prefer. All shares in voting will require 1 vote over 50% of the votes leagally received to constitute an issue accepted.

Each officer and /or board member of the 'corp' would serve his or her term recognizing that he or she would be held harmless from any personal liability created by their respectful duties. The only exception would be evidence of criminal behavior or flagrant negligence.

A complete set of guidelines for the running of the 'corp' will be established under which the officers and board members will act.

Once the business is legally set up with State and Federal approval, the signing of all bank transactions, loans, legal commitments, etc. as necessary, will be done by two of the officers still holding elected office.

All necessary licenses and permits will be under the 'corp' and will be renewed after each term by the elected officers.

There will be two thousand shares (2000) made available at the start of the 'corp'. Michael Manderscheid and Karl Manderscheid will each have five hundred shares (500) Other shares will remain with the 'corp' and not counted when voting takes place.

Karl Manderscheid Secretary / Treasurer