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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

John K Franta, PA

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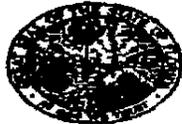
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3/14/2005 8:40

(MON) MAR 14 2005 11:28/ST. 11:27/No. 6660277137 P 2  
PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 14, 2005

PHOENIX LAW PARTNERS, P.A.

SUBJECT: JOHN K FRANTA, PA  
REF: W05000012943

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please complete the principal address and incorporator address. (city, state and zip code)

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filings Section

FAX Aud. #: W05000061420  
Letter Number: 405A00017137

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION  
For a Domestic Corporation**

Pursuant to the laws of the State of Florida, to wit Chapter 621 of the 2002 Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a corporation ("the Corporation"):

**ARTICLE I**

The name of the corporation is:

**John K Franta, PA**

**ARTICLE II**

The principal office shall be located at  
2525 Parkway Street, Fort Myers, in the County of Lee, State of Florida  
with a postal zip code of 33901

The mailing address is  
2525 Parkway Street, Fort Myers, Florida 33901.

**ARTICLE III**

The Corporation shall adopt bylaws that conform to these Articles by unanimous consent of the initial shareholders ("Bylaws"). The Bylaws shall always be construed to conform to these Articles or, if any paragraph or section of the Bylaws cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Bylaws shall be stricken as if it had never been adopted into the Bylaws so that the Bylaws conform to these Articles. The Bylaws shall otherwise be amendable and/or address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

**ARTICLE IV**

Pursuant to Sections 607.0801(1) and 607.0732(1)(a) of the 2001 Florida Statutes, the Corporation will have no board of the directors, but shall, instead, act under the direction of the shareholders (each a "Shareholder"), always pursuant to these Articles and the Bylaws. The Shareholders shall, nonetheless, bear all of the fiduciary responsibilities of directors pursuant to State of Florida law, as well as the laws of any other jurisdiction, when acting in decisional, administrative, custodial and other capacities in the direction of the Corporation's powers that are normally associated with directors as set forth in Section 607.0801(2) of the 2001 Florida Statutes.

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SOUTHERN DISTRICT OF FLORIDA

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**ARTICLE V**

The Corporation is formed under Chapter 621 of the 2002 Florida Statutes and shall perform real estate services under the direction of one or more Shareholders licensed by the Department of Business and Professional Regulation to sell real estate in the State of Florida.

**ARTICLE VI**

The total authorized shares:

1. Common Shares: One hundred (100) One and No/100 Dollars (\$1.00) par value Class A shares; no other classes are authorized.
2. Preferred Shares: None authorized.

The shares in the Corporation shall be of one class, each share maintaining proportional voting rights. Distributions shall be made in accordance with the Florida Business Corporation Act and as otherwise specified in these Articles and the Bylaws.

The shares are further limited in that all Shareholders must be natural persons and citizens of the United States of America, real estate agents licensed by the Department of Business and Professional Regulation, and must consent to an election to be treated as a small business corporation within the meaning of Subchapter S of the Internal Revenue Code of 1986, as amended, ("IRC") by executing all documents necessary to effect the IRC Subchapter S election.

The shares shall have no other limitations other than those specifically mandated by the Florida Business Corporation Act or as specified in these Articles or the Bylaws.

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**ARTICLE VII**

The initial registered agent is  
Noelle M. Melanson, Esq.

Service of process may be made on the registered agent at  
12800 University Drive, Suite 260, in the County of Lee, State of  
Florida, with the postal zip code being 33907.

**ARTICLE VIII**

The Incorporator is  
John K. Franta

The address of the incorporator is  
2525 Parkway Street, in the County of Lee, State of Florida, with the  
postal zip code being 33901.

**ARTICLE IX**

The Corporation may engage in any activity permitted by the Florida Business  
Corporation Act, as well as the other laws of the State of Florida, subject always  
to limitations of all other jurisdictions in which the Corporation acts.

**ARTICLE X**

Except as a result of business operations, these Articles and the Bylaws shall  
always be construed such that the Corporation will qualify for and continue to  
satisfy the requirements of IRC Subchapter S, including Department of the  
Treasury, Internal Revenue Service regulations, rulings, procedures and other  
pronouncements thereunder. If any section, paragraph, sentence or term of  
these Articles and/or the Bylaws cannot be reasonably construed to conform to  
IRC Subchapter S, each offensive section, paragraph, sentence and/or term of  
these Articles and/or the Bylaws shall be stricken as if it had never been adopted  
into these Articles and/or the Bylaws so that these Articles and/or the Bylaws  
conform to IRC Subchapter S.

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**ACKNOWLEDGMENT**

I, the incorporator of the Corporation, and without personally assuming or ratifying any prior contracts or promises made on behalf of the Corporation by any person or entity prior to the Corporation's formation, if any, execute these Articles this 9<sup>th</sup> day of March 2005.

  
\_\_\_\_\_  
John K. Franta

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ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF  
John K Franta, PA

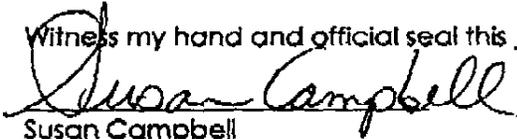
I hereby accept the appointment as resident agent as designated in the attached Articles. I am familiar with and accept the obligations mandated by Chapter 607 of the 2001 Florida Statutes that are associated with the appointment.

  
Noelle M. Melanson, Esq.

State of Florida }  
County of Lee }

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Noelle M. Melanson, Esq., known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 11 day of March 2005.



Susan Campbell  
Notary Public, State of Florida

My commission number is \_\_\_\_\_  
My commission expires \_\_\_\_\_

SUSAN CAMPBELL  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD394474  
EXPIRES 3/8/2009  
BONDED THRU 1-888-NOTARY1

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MAR 14 2005  
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