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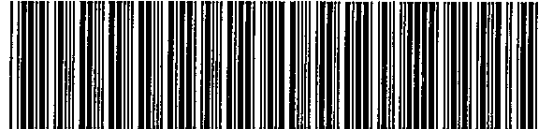
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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: Royal M Realty Group, Inc.
(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: Dieter Carlton, Registered Agent
Name (Printed or typed)

2441 Benjamin Drive
Address

Kissimmee, Florida 34744
City, State & Zip

(407) 933-0959
Daytime Telephone number

CLERK OF STATE
TALLAHASSEE, FLORIDA

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

Royal M Realty Group, Inc.

ARTICLES OF INCORPORATION

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I **CORPORATE NAME**

The name of the corporation shall be Royal M Realty Group, Inc., a privately owned, for-profit professional services organization.

ARTICLE II **INITIAL PRINCIPAL OFFICE**

The initial principal mailing address of the corporation is

**Royal M Realty Group, Inc.
7909 Summer Ridge Place
Orlando, Florida 32819
Phone: (407) 876-5140**

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TALLAHASSEE, FLORIDA

ARTICLE III **PURPOSE OF THE CORPORATION**

This corporation shall be a private, for-profit professional service organization whose purpose shall be to broker and manage residential and commercial property .

ARTICLE IV SHARES OF STOCK

The corporation will issue 1,000 shares of the corporation's stock without certificates in accordance with a stockholders agreement to be settled within 90 days of incorporation. Within a reasonable time after the issue or transfer of shares without certificates, the corporation shall send the shareholder a written statement of the information that is required by law to be on the certificates. Upon written request to the corporate secretary by a holder of such shares, the secretary shall provide a certificate in the form prescribed by the directors.

ARTICLE V DIRECTORS, OFFICERS AND GENERAL MANAGEMENT PROTOCOLS

DIRECTORS

Section 1. Number of Directors. The corporation shall be administered by the President and CEO who shall also act as the chairman of a board consisting of at least 3 members, but not more than 15 members, the initial slate of which is provided as **Attachment I**.

Section 2. Appointment and Term of Office. Each director shall serve a term of 2 year(s), or until a successor has been appointed and qualified. Appointment of all directors shall be by the recommendations of a membership development committee consisting of at least three (3) directors.

Section 3. Quorum. A majority of directors present at any meeting shall constitute a quorum provided that at least three members are present.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the adverse interest of a director shall disqualify the director from any and all discussion and/or invalidate his or her vote upon the subject for which the adverse interest emerged.

Section 5. Regular Meeting. The Board of Directors shall meet at least once per quarter or more frequently as needed. The place and time of each meeting shall be set by the President.

Section 6. Special Meeting. Special meetings may be called by the President, Vice-President, Secretary or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed.

Section 7. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken

without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 8. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been appointed and qualified.

Section 9. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

OFFICERS

Section 1. Number of Officers. The officers of the corporation shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Secretary, and a Treasurer. Two or more offices may be held by one person.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

GENERAL MANAGEMENT

Section 1. Compensation. The Board of Directors shall have the power, in its 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.

Section 2. Corporate General Ledger. The Board of Directors shall have the power, in its 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 directors or of the stockholders.

Section 3. Disposition of Property. Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor 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.

Section 4. Conflict of Interest. 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 VI

REGISTERED AGENT

The authorized registered agent of the corporation shall be Dieter Carlton who resides at 2441 Benjamin Drive, Kissimmee, Florida 34744.

ARTICLE VII

INCORPORATOR

The authorized incorporator of the corporation shall be Mario Miranda, who resides at 7909 Summer Ridge Place, Orlando, Florida 32819.

ARTICLE VIII

CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by

resolution of the Board of Directors.

ARTICLE IX AMENDMENT TO ARTICLES

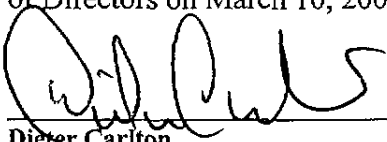
These articles shall become the bylaws of the corporation and may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting; provided however, that the shareholders may from time to time specify particular provisions of the bylaws which shall not be amended or repealed by the Board of Directors.

ARTICLE X INDEMNIFICATION

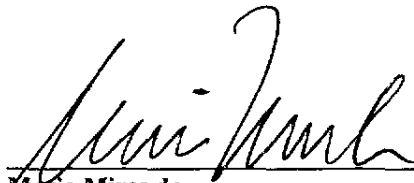
Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights). These provisions notwithstanding, the private property of the stockholders shall not be subject to the payment of corporate debts.

Certification

Having been named as registered agent to accept service of process for the above-named corporation at the place designated hereon, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. Accordingly, I certify that the foregoing is a true and correct copy of the articles of the above-named corporation, duly adopted by the initial Board of Directors on March 10, 2005.



Dieter Carlton
Registered Agent



Mario Miranda
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Royal M Realty Group, Inc.

Attachment I Board of Directors

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>Telephone</u>
Mario Miranda	President	7907 Summer Ridge Place, Orlando, Fl. 32819	(407) 876-5140
Aristides Mendoza	Vice President	11333 Camden Park Drive, Windermere, Fl. 34786	(407) 876-1408
Marian B. Gillan	Treasurer/Secretary	12509 Pica Street, Orlando, Fl. 32837	(407) 240-5522
Donald R. Murphy	Secretary	47 Top-O-Hill Road, Wappingers Falls, NY 12590	(845) 797-5019