

PD5000046692

COLORADO COMMERCIAL FUNDING  
124 N. E. 19 CT SUITE B-219  
FORT LAUDERDALE, FLA. 33305-1064

(City/State/Zip/Phone #)

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(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE MAR 29 2005

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2005 MAR 23 P 4: 02  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
COLORADO COMMERCIAL FUNDING INC.**

The undersigned, of the subscribers of these Articles of Incorporation, each a natural person competent to contract, and desiring to form a corporation for the purposes hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby associate themselves together to form a Corporation, by and under the provisions for the formation, liability, rights, privileges, and immunities of a Corporation for profit and do declare as follows:

**ARTICLE I**

The name of the corporation shall be:  
**COLORADO COMMERCIAL FUNDING INC.**

**ARTICLE II**

**BUSINESS AND POWERS**

The general nature of the Business proposed to be transacted and carried on, together with the objectives and purpose of the Corporation. The herein corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida and will perform any and all of the items herein mentioned as fully and complete to the same extent as a natural person might do, or could do, By wit:

(A) To engage in any and all endeavors in regard to the business of arranging and procuring commercial mortgage financing for commercial Projects from commercial mortgage lenders together with marketing of such, not contrary to the laws of the United States or/and of the laws of the State of Florida.

(B) To purchase, other wise acquire, to own , mortgage, pledge, market, lease, or sub leasing, sell, assign and/or transfer or otherwise dispose of.

(C) To invent, trade, deal in/with goods, wares, merchandise, or any other personal or real property of every class and description whatsoever.

(D) To buy, lease, sub lease, sell, repair, hold same, administer, invest, alter, exchange, let, hire, export together with and deal in all kinds of articles for the benefit of the corporation.

**ARTICLE III**  
**AMENDMENTS**

(1) The bylaws of a corporation may contain any provision for managing the business and regulating the affairs of the corporation and/or may be amended, repealed, added to, or new bylaws may be adopted, by a majority vote or written assent of shareholders entitled to exercise a majority of the voting power that is not inconsistent with the laws of the State of Florida. or the articles of incorporation.

**ARTICLE IV**  
**STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 50,000 shares of common stock having a one dollar par- value per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporator (s) or by the director (s) at a meeting called for such purposes or at any organizational meeting. Said property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the directors of the company may decide from time to time.

(1) Eligible shareholders of the corporation shall be issued only corporation's shares that are represented by a certificate signed by the president and secretary. Each certificate for which shall be issued in numerical order from the shares certificate book, and a full record of each certificate shall be entered on the stub in the book. Each certificate shall contain an appropriate legend setting forth the restrictions on sale and transfer.

(2) Any transfer(s) of any corporate shares shall be made only on the books of the corporation by a holder of record or his or her duly authorized attorney in fact. Shareholder may sell, pledge, or transfer his or her shares in the corporation to another individual who is eligible to be a shareholder upon the approval of the full Board of Directors..

#### **ARTICLE V** **MINIMUM CAPITAL**

The amount of capital with which this corporation shall begin business shall not be less than ONE THOUSAND DOLLARS.

#### **ARTICLE VI** **TERMS OF EXISTENCE**

This corporation shall have a perpetual existence.

#### **ARTICLE VII** **OFFICES**

The initial principal registered office of the corporation even though it may have any other offices as the business of the corporation as it may require from time to time. The initial principal mailing address of the corporation is 124 N.. E. 19 COURT, Suite B-219, Broward County, County of Broward, Fort Lauderdale, Florida, 33305-1064

#### **ARTICLE VIII** **BOARD OF DIRECTORS**

The affairs of the corporation shall be conducted by a board of not less than one nor more than three directors.

#### **ARTICLE IX** **INITIAL DIRECTORS**

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation shall hold office for the first year of the corporation's existence or until their successors selected and shall have qualified, are the following:

The officers of the corporation there shall be a President, a Secretary, and a Treasurer, and any other officers as the shareholders may determine from time to time. One person may hold two or more officers position. All officers must be legally qualified in the State of Florida to render the professional service for which the corporation was organized.

(1) All officers of the corporation shall be elected annually by the shareholders at their annual meeting. Each officer shall hold office until a successor is elected and qualified, or until he or she resigns or is removed or otherwise disqualified to serve.

(2) The holders of twenty five (25 %) percent of the corporation's stock may remove any officer from office with or without cause by affirmative vote or by execution of a written agreement to that effect. Any officer who becomes disqualified to or perform the services of the corporation affairs or who accepts employment that places restrictions or limitations on his or her continued rendering of the services shall, immediately on the effective date of the disqualification or employment, cease to be an officer.

(3) The officers of the corporation shall have the customary powers and duties of their respective offices, subject to any limitation as the shareholders may from time to time prescribe, and shall have any other powers as may be conferred by the shareholders.

(4) The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation shall hold office for the first year of the corporation's

existence or until their successors selected and shall have qualified, are the following:

MARVIN L. GOLDMAN  
President, Secretary

124 N.. E. 19 COURT  
Suite B-219  
Fort Lauderdale, Florida, 33305-1064

BOB SAVAGE  
Vice President & Treasure

124 N.. E. 19 COURT  
Suite B-219  
Fort Lauderdale, Florida, 33305-1064

#### **ARTICLE X** **ASSIGNMENT OF SUBSCRIPTION RIGHTS**

The original incorporators of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of the stock to any other person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation who, upon acceptance of such assignment, shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the state of Florida and the execution of the necessary instruments of assignment.

#### **ARTICLE XI** **SUBSCRIBERS**

The names and street addresses of each person signing these Articles of Incorporation are:

MARVIN L. GOLDMAN  
President, Secretary

124 N.. E. 19 COURT  
Suite B-219  
Fort Lauderdale, Florida, 33305-1064

BOB SAVAGE  
Vice President & Treasure

124 N.. E. 19 COURT  
Suite B-219  
Fort Lauderdale, Florida, 33305-1064

#### **ARTICLE XII** **INITIAL REGISTERED AGENT AND OFFICE**

The mailing address of the initial registered office of this corporation is 124 N E. 19 Court, Suite B-219, FORT LAUDERDALE, FL , 33305-1064 and the name of the initial registered agent of this corporation at that address is BOB SAVAGE.

#### **ARTICLE XIII** **TRANSACTION WITH RELATED PARTIES**

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer of or are the directors or officers of such other corporation, and any director or directors, individually or jointly , may be party or parties to or may be interested in any, such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud shall be effected or invalidated by the fact any director or directors of the

corporation is a party or parties to be interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be otherwise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company. This Article XII shall apply equally to contract other transactions between the corporation and interested persons including the subscribers of initial directors.

#### **ARTICLE XIV** **INDEMNIFICATION**

This corporation shall indemnify and insure its officers, directors, employees and agents against any suites, claims, judgments, or actions against the officers of this corporation to the fullest extent permitted by law either now or hereafter.

#### **ARTICLE XV** **EXPENSE REIMBURSEMENT**

The corporation shall reimburse the corporate officers and directors for all expenses reasonably and necessarily incurred in the performance of their official duties. These reimbursed expenses shall include, but shall not be limited to, travel expenses, the expense of furnishing an automobile, entertainment expenses for the promotion of the corporations business, professional and other dues, attendance at forums, lectures, and all other meetings where ever and whenever conducted or attended for the continuing education of its officers or directors.

#### **ARTICLE XVI** **OFFICE**

The corporation shall furnish the officers and directors with a private office, all necessary secretarial assistance, and any other facilities and services as are considered *customary, suitable to the position, and adequate* for the performance of official duties for the corporation.

#### **ARTICLE XVII** **LIFE INSURANCE**

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 or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provisions of these articles, or under law.

(1) The corporation shall provide an insurance plan for key man life insurance for its officers and directors. The general purpose of this life insurance is to provide to the corporation as beneficiary or beneficiaries named by the officers or director the equivalent of three times the directors annual salary at the time of death. The cost of the life insurance is to be borne by the corporation. The corporation reserves the right to change the life insurance and its life insurance carrier in its sole discretion.

**ARTICLE XVIII**  
**MEDICAL INSURANCE**

The corporation shall maintain a policy of insurance for the payment of hospitalization costs and certain medical expenses incurred by the corporate officers and his/ her family. The corporate officers shall become eligible to participate in the corporation's insurance plan on the completion 30 days.

(1) All cost of the previously mentioned insurance shall be borne by the corporation. The corporation reserves the right to change carriers or plans provided that no new plan after the commencement of the corporate officer's eligibility and shall provide lower benefits than those provided in the plan in effect on the date of eligibility.

**ARTICLE XIX**  
**LIABILITY OF CORPORATION**

All matters of eligibility for coverage or benefits under any plan or plans of health, life, hospitalization, or other insurance shall be determined in accordance with provisions of the insurance policies and shall provide for the benefit of the corporation.

**ARTICLE XX**  
**LIABILITY OF OFFICERS AND DIRECTOR INDEMNIFICATION**

(1) The corporation shall indemnify its officers and directors who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or 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. Such indemnification shall be against expenses (including reasonable attorneys fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal of such action, suit or proceedings, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful.

(2) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter in such action, suit or proceeding, against all expenses, including attorneys fees, actually and reasonably incurred, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(3) The indemnification provided for in this article shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(4) In addition to the indemnification provided for in this article, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

**ARTICLE XXI**  
**SHARE HOLDERS' MEETINGS**

Meetings of the shareholders shall be held annually on the first Wednesday of March at 1:00 P.M., unless the day is a weekend or legal holiday, in which event, the meeting shall be held at the same hour and place on the next succeeding business day that is not a legal holiday.

(1) Special meetings of the share holders may be called from time to time by the written request of the holders of fifty (50 %) percent of the outstanding shares entitled to vote at the special meeting.

(2) Notice of any regular or special meeting of the shareholders shall specify the place, date, and hour of the meeting, and the purposes of the meeting. Written notice of the meeting shall be given to each shareholder of record and shall be personally delivered to the shareholder at his or her address as it appears on the record of shareholders of the corporation not less than 10 nor more than 60 days before the meeting.

(3) Every shareholder shall be entitled to one vote for each share standing in his or her name on the record of shareholders. All corporate actions, other than actions as to which the vote of a larger proportion is required by law, shall be determined by the vote of a majority of share holders present in person or by proxy.

(4) Any person entitled to vote at a shareholder's meeting may authorize another person or persons to act for him or her by a proxy executed in writing by the share holder or his or her agent. Proxies shall be valid only if executed in favor of another shareholder of the corporation.

(5) The stockholders may take any action without a meeting if a writing setting forth the action taken is signed by all persons who would have been entitled to vote on the action at a meeting and filed with the secretary of the corporation as part of the corporate records.

(6) Any vacancy occurring with the corporate officers by death, resignation, disqualification, or otherwise shall be filled by a majority vote of the remaining directors at a special meeting which shall be called for that purpose within 30 days after the vacancy occurs. The chosen successor shall hold office for the unexpired term of the predecessor in office.

**ARTICLE XXII**  
**EFFECTIVE DATE**

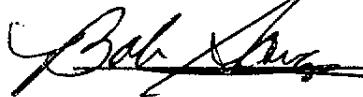
The effective date of this corporation shall be the date these Articles are filed in the office of the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned subscribers for the purpose of forming a corporation to do business in the state of Florida under the laws of the state of Florida, hereby do make and file these Articles of Incorporation, hereby declaring that the facts herein stated are true and correct on this

25 day of February, 2005



PRESIDENT, SECRETARY



VICE PRESIDENT, TREASURER

STATE OF FLORIDA: : COUNTY OF BROWARD :

On this day before me an officer duly authorized to administer oaths and take acknowledgments in the county and state aforesaid personally appeared BOB SAVAGE,, and MARVIN L. GOLDMAN who is well known to me to be the incorporator described in and who did/has executed the forgoing Articles of Incorporation of COLORADO COMMERCIAL FUNDING INC., and who acknowledged that they/he has/did executed the same as such incorporator for the purpose as herein and therein expressed.

FILED

P 4: 02

CLERK OF STATE  
TALLAHASSEE, FLORIDA

WITNESS my hand and official seal at, Broward County, FLORIDA on this

25 day of FEBRUARY 2005.

  
Notary Public, State of Florida

My commission expires:



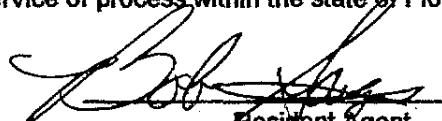
David F Anderson  
My Commission DD030452  
Expires June 24, 2005

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**

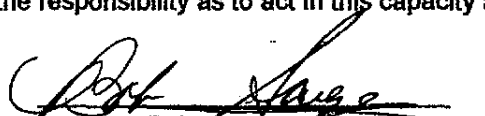
For the service of process within the state naming agent upon whom process may be served on Bob Savage , 124 N. E. 19 Court, Suite B-219, Fort Lauderdale, FL 33305-1064

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

That COLORADO COMMERCIAL FUNDING INC., is desiring to organize under the laws of the State of Florida with its principal mailing address/office as indicated in the Articles of Incorporation at: 124 N E. 19 COURT, Suite B-219, FORT LAUDERDALE, FL 33305-1064, and has named BOB SAVAGE, as its Resident Agent to accept service of process within the state of Florida.

  
Resident Agent

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the responsibility as to act in this capacity and agree to comply with the provisions of said Act.

  
Bob Savage