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BASIC AMENDMENT

THE PROCACCI GROUP INC.

Certificate of Status	0
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6-21-05*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE PROCACCI GROUP INC.**

1. The Articles of Incorporation of The Procacci Group, Inc., a Florida corporation, as filed in the offices of the Secretary of State, State of Florida in Tallahassee, Florida on the 31<sup>st</sup> day of March, 2005, and assigned document number P05000047872 be and they hereby are amended and completely restated as follows:

This corporation shall be a professional service corporation pursuant to the Professional Service Corporation and Limited Liability Company Act, as particularly set forth in Chapter 621 of the Florida Statutes.

**ARTICLE I - NAME**

The name of the professional service corporation is Susan E. Procacci, P.A.

**ARTICLE II - NATURE OF BUSINESS**

This professional service corporation is organized for the following purposes:

- (a) To engage in the business of listing for sale and representing seller purchasers of improved and unimproved real properties.
- (b) To do everything necessary, proper or convenient to accomplish any of the purposes set forth in these Articles of Incorporation, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these Articles of Incorporation.

The purposes of this professional service corporation shall be carried out only by and through officers, employees and agents, at least one of whom is a licensed as a real estate broker and the balance are licensed or otherwise legally qualified to render professional sales associate services in the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this professional service corporation is authorized to have outstanding at any time is one thousand five hundred (1,500) shares of common stock, each having the par value of \$0.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this professional service corporation at any regular or special meeting.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed as a real estate broker or sales associate in the State of Florida.

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#### ARTICLE IV - OTHER STOCK

The Board of Directors of this professional service corporation is authorized to issue other shares of the professional service corporation, including but not limited to shares qualified under Section 1244 of the U.S. Internal Revenue Code, as amended, under such terms and conditions as said Board deems in the best interests of this professional service corporation.

#### ARTICLE V - TERM OF EXISTENCE

This professional service corporation shall have perpetual existence.

#### ARTICLE VI - ADDRESS

The initial street address of the principal office of this professional service corporation is 4820 Mahogany Ridge Drive, Naples, Florida 34119, and its mailing address is the same. The Board of Directors may from time to time designate such other address and place for the principal office of this professional service corporation as it may see fit.

#### ARTICLE VII - DIRECTORS

The business and the affairs of this professional service corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director shall be as follows:

Susan E. Procacci  
4820 Mahogany Ridge Drive  
Naples, Florida 34119

#### ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this professional service corporation is 821 Fifth Avenue South, Suite 201, Naples, Florida 34102, and the name of the initial registered agent of this professional service corporation is Jeff M. Novatt.

#### ARTICLE IX - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - INDEMNIFICATION

This professional service corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE XII - PREEMPTIVE RIGHTS

The professional service corporation elects not to have preemptive rights as provided for by the Florida General Corporation Act.

ARTICLE XIII - AMENDMENT

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 Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIV-SHAREHOLDERS' AGREEMENTS

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the professional service corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the professional service corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the professional service corporation for examination by the shareholders.

2. The foregoing amendments were adopted effective on the 17th day of June, 2005.

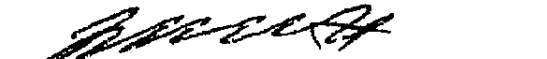
3. The Amendment was approved by the shareholders. The number of votes cast for the Amendment were sufficient for approval.

Signed this 20 day of June, 2005.

  
Susan E. Procacci, President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this professional service corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

  
Jeff M. Novatt, Esq.  
Registered Agent