

Division of Corporations

Page 1 of 1

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FLORIDA PROFIT CORPORATION OR P.A.

MARIA A. PELL, P.A.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARIA A. PELL, P.A.

The undersigned, all of who is duly licensed as a real estate broker in the State of Florida, desiring to form a professional association in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act,

I. NAME

The name of the corporation is MARIA A. PELL, P.A. The Corporation's principal office and mailing address is 2828 SW 22 St., Unit 208, Miami, FL 33145.

II. REGISTERED OFFICE

The location and address of the Corporation's initial registered office in this State is 2 Alhambra Plaza, P112-C, Coral Gables, FL 33134. The initial registered agent at the registered office is LUIS F. DE LA CRUZ, JR.

III. PURPOSE

The purpose for which the Corporation is organized shall be to engage in the sale, rental, and management of commercial and residential real estate, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contract for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

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(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions in to effect.

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

IV. DURATION

The term of existence of the corporation is perpetual.

V. PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or are otherwise legally authorized to carry out the corporation's business. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers.

VI. INCORPORATOR

The names and post office address of the incorporator is:

Name	Address
MARIA A. PELL	2828 SW 22 St., Unit 208 Miami, FL 33145

VII. DIRECTORS

The Board of Directors shall consist of at least 1 member. The name and address of the first Director is:

Name	Address
MARIA A. PELL	2828 SW 22 St., Unit 208 Miami, FL 33145

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VIII. SHARE STRUCTURE

8.1 The maximum number of shares that the corporation is authorized to have outstanding is 100 shares. All shares shall be common shares without par value.

RESTRICTIONS AND ISSUANCE AND TRANSFER

8.2 No share of stock of this corporation shall be issued or transferred to any person who is not duly licensed to sell, lease or manage real property in the State of Florida.

AUTHORITY OF BOARD OF DIRECTORS

8.3 Shares without par value may be issued pursuant to subscriptions taken by the incorporators for any consideration that may be specified by the incorporators, and, after organization, shares without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board of Directors, in its discretion, may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, consideration for which has been fixed by the incorporator or by the Board of Directors and has been paid or delivered, shall be fully paid and nonassessable.

DIVIDENDS

8.4 The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

SHAREHOLDERS' ACTIONS

8.5 The extent permissible under the laws of the State of Florida consent by vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the corporation shall be sufficient to sustain any action to be taken by the shareholders of the corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the share of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

IX. STATED CAPITAL

The amount of capital with which the Corporation shall begin business is \$1,000.00.


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X. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of these shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this
7 day of June, 2005.



MARIA A. PELL

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First that MARIA A. PELL, P.A. desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Certificate of Incorporation at 2828 SW 22 St., Unit 208, Miami, FL, has named Luis F. De la Cruz, Jr., located at 2 Alhambra Plaza, PH2-C, Coral Gables, Florida 33134 as Registered Resident Agent to accept Service of Process within this State.

Having been named to accept Service of Process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



LUIS F. DE LA CRUZ, JR.
(REGISTERED RESIDENT AGENT)

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