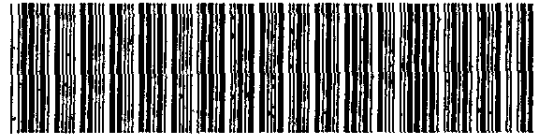


P05000099823

(Requestor's Name)

Dickinson Financial Group Inc.
1008 N. W 180th Ave
Pembroke Pines, FL 33029



500057262405

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

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18 7/18/05

EFFECTIVE DATE

7/11/05

ARTICLES OF INCORPORATION

OF

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby for a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1

The name of the Corporation is Dickinson Financial Group Inc.(hereinafter, "Corporation").

ARTICLE 2-PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1008 N. W. 180th Avenue, Pembroke Pines, Florida 33029 and the mailing address is the same.

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Bernard Dickinson
1008 N. W. 180th Avenue
Pembroke Pines, Florida 33029

ARTICLE 5 – OFFICERS

President	Bernard T. Dickinson
Treasurer	Shanelle Dickinson
Vice President	Matilda F. Dickinson
Secretary	Danae Thomas

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 – DIRECTORS

The Director(s) of the Corporation shall be:
Same as listed in Article 5 above.

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 – CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock. Each share having the par value of **ONE CNET (\$.01)**.
- 7.2 All holders of share of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net asset of the Corporation.
- 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S. Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub Chapter S Articles of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

- 8.2 After this Corporation has elected to be an S. Corporation, none of the shareholders of this corporation, without the written consent of all the shareholders of this Corporation shall take any action., or make any transfer or other disposition of the shareholders' share of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub Chapter S of the Internal Revenue Code of 1986, as amended.
- 8.3 *Once the Corporation has elected to be treated as an S Corporation, each share of stock issued by this Corporation shall contain the following legend:*

"The Share of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under the Sub Chapter S statutes of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 – SHAREHOLDER’S RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholder's Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11- TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12- REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share of right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right to the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13- REGISTERED OFFICE & REGISTERED AGENT

The initial address of the registered office of this Corporation is 1008 N. W. 180th Avenue, Pembroke Pines, Florida 33029. The name and address of the registered agent of this Corporation is Bernard Dickinson, 1008 N. W. 180th Avenue, Pembroke Pines, Florida 33029.

ARTICLE 14 – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to the majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15- EFFECTIVE DATE

These Articles of Incorporation shall be effective on July 11th 2005.

ARTICLE 17- AMEMDMEMT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed to permitted by the provisions of any applicable statue of the State of Florida, and all rights conferred upon shareholders in these Article of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 11th day of July 2005.

A handwritten signature in cursive script, appearing to read "Bernard Dickinson", written in black ink.

Bernard Dickinson

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Bernard Dickinson
Signature of Registered Agent

7-11-05

STATE OF FLORIDA)
SS
COUNTY OF MIAMI-DADE)

Before me a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Bernard Dickinson Matilda F Dickinson
Shanelle Dickinson Danae Thomas

Known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged by me that They executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 11 day of July 2005.

(Notary Seal)

[Signature]
(Notary Public, State of Florida at Large)

My Commission expires: 1/9/08



Linda Johnson-Smith
Commission #DD270998
Expires: Jan 09, 2008
Bonded Through
Atlantic Bonding Co., Inc.



Linda Johnson-Smith
Commission #DD270998
Expires: Jan 09, 2008
Bonded Through
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