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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

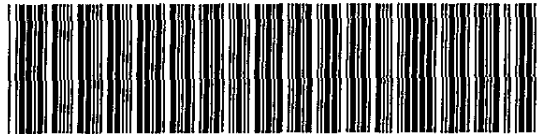
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C.S. 8-23

**LAWRENCE JAY DAVIS, P.A.**

**ATTORNEY AND COUNSELOR AT LAW**

1601 NORTH FLAMINGO ROAD  
SUITE ONE  
PEMBROKE PINES, FLORIDA 33028-1004  
954 • 437 • 3444 PHONE  
954 • 430 • 5141 FAX  
LARRY@LJDPA.COM E-MAIL  
WWW.LJDPA.COM WEBSITE

August 1, 2005

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: P.A. Kaplus, P.A.**

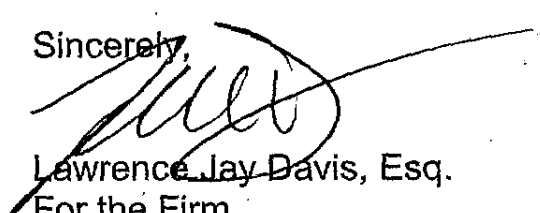
Dear Sir or Madam:

The undersigned represents the entity referred to above. Please find enclosed the following for filing:

1. Articles of Incorporation (original and copy); and
2. Check #2361, of \$70.00, representing the filing fees.

Kindly file the Articles and return a copy of the same using the enclosed self addressed stamped envelope. If you have any questions about this matter, feel free to call me.

Sincerely,

  
Lawrence Jay Davis, Esq.  
For the Firm

Copy to: Pearl A. Kaplus  
LJD\ps



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 5, 2005

LAWRENCE JAY DAVIS  
1601 N. FLAMINGO RD., STE. ONE  
PEMBROKE PINES, FL 33028-1004

SUBJECT: P.A. KAPLUS, P.A.  
Ref. Number: W05000037166

We have received your document for P.A. KAPLUS, P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis  
Document Specialist  
New Filings Section

Letter Number: 005A00050608

# **LAWRENCE JAY DAVIS, P.A.**

**ATTORNEY AND COUNSELOR AT LAW**

1601 NORTH FLAMINGO ROAD  
SUITE ONE  
PEMBROKE PINES, FLORIDA 33028-1004  
954 • 437 • 3444 PHONE  
954 • 430 • 5141 FAX  
LARRY@LJDPA.COM E-MAIL  
WWW.LJDPA.COM WEBSITE

August 18, 2005

Attention: Carolyn Lewis  
Department of State- Division of Corporations  
Corporate New Filings Section  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: P.A. Kaplus, P.A.**

Dear Ms. Lewis:

Please find enclosed the following for filing:

1. Revised Articles of Incorporation (original and copy); and
2. Copy of your letter of August 5, 2005.

As we discussed in our phone conversation, the registered agent's address is the same as the principal place of business.

Kindly file the Articles and return a copy using the enclosed self addressed stamped envelope. If you have any questions about this matter, feel free to call me.

Sincerely,

  
Lawrence Jay Davis, Esq.  
For the Firm

Copy to: Pearl A. Kaplus  
LJD\ps

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05 AUG 22 AM 7:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **Articles of Incorporation**

**of**

**P.A. Kaplus, P.A.**

The undersigned incorporator for the purpose of forming a Professional Service Corporation for profit under the Florida Business Corporation Act and Florida Professional Service Corporation Act hereby adopts the following Articles of Incorporation.

### **I. NAME**

The name of this corporation is **P.A. Kaplus, P.A.**

### **II. TERM**

This corporation shall commence in existence upon the filing of these Articles with the Secretary of State of the State of Florida and shall exist perpetually.

### **III. PURPOSE**

The general purpose for which the corporation is organized is for the transaction of any and all lawful real estate brokerage business for which professional service corporations may be incorporated under the laws of the State of Florida.

### **IV. CAPITAL STOCK**

The maximum number of shares that this corporation is authorize to issue is one thousand (1,000) shares of no par value stock.

The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor, or service, which in the judgment of the Board of Directors, shall be of equivalent valuation to the value of the stock to be issued.

## **V. INITIAL CAPITALIZATION**

The amount of capital with which this corporation shall begin business is at least \$500.00

## **VI. PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT**

*The corporations principal and Registered Agent address are the same.*

The initial post office address of the principal place of business of this corporation in the State of Florida is: **c/o Leadership Realty, 2863 Stirling Road, Fort Lauderdale, Florida 33312.**

The Initial Registered Agent of the corporation shall be **Pearl A. Kaplus.**

The Board of Directors may, from time to time, move the principal office to any other address within or without the State of Florida, and may open such branch offices as it, from time to time, deems necessary.

## **VII. CONDUCT OF BUSINESS**

A. The business of this corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of at least one (1) member. A majority of the first Board of Directors named below shall have the power to approve and adopt the By-Laws of this corporation until their successors are elected or appointed.

B. The qualifications, time, and place of election, and term of office of each such Directors shall be provided for in the By-Laws of the corporation.

C. The name and post office address of the members of the first Board of Directors, who, unless otherwise provided by the By-Laws of this corporation, shall hold office and manage the corporation until their successors are elected or appointed and have qualified, is as follows:

**Pearl A. Kaplus  
c/o Leadership Realty  
2863 Stirling Road  
Fort Lauderdale, FL 33312**

**Lawrence Jay Davis  
1601 North Flamingo Road #1  
Pembroke Pines, FL 33028**

### VIII. INCORPORATOR


The name and post office address of the Incorporator of these Articles of Incorporation is:

**Pearl A. Kaplus**  
**c/o Leadership Realty**  
**2863 Stirling Road**  
**Fort Lauderdale, FL 33312**

### IX. REGISTERED AGENT

Pursuant to 48.091 of the Fla. Statutes, it is submitted that **P.A. Kaplus, P.A.**, desiring to organize under the laws of the State of Florida, with its principal offices indicated in the Articles of Incorporation at **c/o Leadership Realty, 2863 Stirling Road, Fort Lauderdale, FL 33312**, has named **Pearl A. Kaplus** as its agent to accept service of process within the State.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated herein, I hereby accept the appointment, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
**Pearl A. Kaplus**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### X. CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the Shareholders of the corporation may be taken without a formal meeting, if consent in writing, setting forth the action, shall be signed by all of the Shareholders entitled to

vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a Shareholder's meeting.

If all of the Director's consent in writing and writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as if it had been authorized at a meeting of the Board of Directors.

### **XI. PREEMPTIVE RIGHTS**

Each Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series, as that which the Shareholder already holds, shall have the right to purchase a prorata share thereof, as closely as may be done without the issuance of fractional shares, at the price at which it is offered to others.

### **XII. RESTRICTIONS ON STOCK TRANSFER**

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. No Shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation, without first offering such shares for sale at the net asset value thereof to the corporation. Such offer shall be in writing, signed by the Shareholder, sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of forty five (45) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Shareholder(s) shall have the right to dispose of the shares as Shareholder(s) may see fit.

On the death of any Shareholder, the corporation shall have the right to purchase all shares owned by such Shareholder immediately prior to Shareholder's death, on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder. Each share certificate issued by the corporation shall have



printed or stamped thereon the following legend:

***These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation.***

### **VERIFICATION OF INCORPORATOR**

I, the undersigned, being the original subscriber for the purposes of forming a corporation to do business under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying the facts herein stated are true. Accordingly, I have hereunto set my hand and seal on the day and date written below.

Pearl A. Kaplus  
**Pearl A. Kaplus**

### **ACKNOWLEDGMENT**

State of Florida  
County of Broward

The foregoing instrument was acknowledged before me this 24 day of June, 2005, by **Pearl A. Kaplus**, who is personally known to me or who has produced her Florida driver's license as identification.

Marcy Kobb  
Print Name: MARCY KOB  
Notary Public State of Florida  
My Commission Expires:  
My Commission Number Is:

**(Affix Notarial Seal)**



MARCY KOB  
MY COMMISSION # DD 342551  
EXPIRES: September 19, 2008  
Bonded Thru Budget Notary Services