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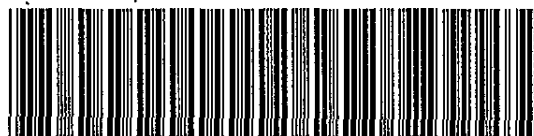
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Special Instructions to Filing Officer:

Harold Phillips GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article III  
DATE 8/25/05  
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FILED  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
05 AUG 25 AM 11:45

EFFECTIVE DATE  
9/10/05

MRD 8/25

1105-36296

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Property Investors Group of North Florida, Inc.

**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Harold Phillips

Name (Printed or typed)

5840 Briley Avenue

Address

Jacksonville, Florida 32208

City, State & Zip

(904) 713-8652

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

RECEIVED

05 AUG 25 AM 10:00

FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

August 1, 2005

HAROLD PHILLIPS  
5840 BRILEY AVENUE  
JACKSONVILLE, FL 32208

SUBJECT: PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC.  
Ref. Number: W05000036296

We have received your document for PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

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) 245-6879.

Ruby Dunlap  
Regulatory Specialist  
New Filings Section

Letter Number: 505A00049634

**ARTICLES OF INCORPORATION**

**OF**

**PROPERTY INVESTORS GROUP OF NORTH  
FLORIDA, INC.**

*(Organized under the for profit corporation laws of Florida)*

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**ARTICLES OF INCORPORATION  
OF**

**PROPERTY INVESTORS GROUP OF NORTH FLORIDA , INC.**

*(Organized under the for profit corporation laws of Florida)*

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*In Compliance with Chapters 607 and 621, F.S., (For Profit)*

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 AUG 25 AM 11:45

EFFECTIVE DATE

9/10/05

### **ARTICLE I – NAME**

The name of the Corporation shall be **PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC.**

### **ARTICLE II – PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The place in this state where the principal office of the Corporation is to be located is the City of Jacksonville, Duval County, Florida. The principal place of business and mailing address of this Corporation shall be:

PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC.  
5840 Briley Avenue  
Jacksonville, Florida 32208

### **ARTICLE III – PURPOSES**

The Corporation is organized exclusively for real estate and land development.

The specific purposes for which the Corporation is organized are described as follows: PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC., is specifically organized as a for profit organization with the purpose of identifying and purchasing land for the development of special facilities in northern Florida. PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC., focus is to build and develop senior citizen housing complexes, day care centers, special needs group homes, schools and other facilities that will provide support to existing towns and cities.

### **ARTICLE IV – SHARES OF STOCK**

Then number of shares of that PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC. is authorized to have is five.

### **ARTICLE V – DIRECTORS/OFFICERS**

The names and addresses of the persons who are the Directors/Officers and members of the Board of Directors of PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC., are:

**Name**  
Harold Phillips, *President*

**Address**  
5840 Briley Avenue Jacksonville, Florida 32208

## **ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT**

The *initial* registered office of PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC.

5840 Briley Avenue  
Jacksonville, Florida 32208

The name of the *initial* registered agent of the Corporation at the aforementioned address is the President and Chief Executive Officer Harold Phillips.

## **ARTICLE VII – INCORPORATORS**

The names and addresses of the persons, who are the incorporators of PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC., are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Harold Phillips, <i>Incorporator</i>	5840 Briley Avenue Jacksonville, Fl 32208

## **ARTICLE VIII – PRESIDENT**

The Founding President of the Corporation shall be the following named person whose address shall be the same as the initial principal office of the Corporation as set forth in Article II hereof: Harold Phillips.

## **ARTICLE IX – MANNER OF ELECTION OF OFFICERS AND DIRECTORS**

The manner in which the Officers and Directors are elected or appointed is as follows: The method of election of directors will be expressed and explained within the Corporation By Laws.

## **ARTICLE X – CAPITAL STOCK**

The Corporation shall have 5 shares of capital stock and shall be composed of members rather than shareholders.

## **ARTICLE XI – MEMBERSHIP**

The persons so named in Article VII hereof, will constitute the official Board of Directors as well as the *initial* members of PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC., Ex-officio directors, non-voting Directors and Advisors will be elected in accordance with the By Laws of the Corporation.

## **ARTICLE XII - MEMBERSHIP QUALIFICATIONS**

PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC., shall be open to persons who follow the guidelines and By Laws established by the organization's official Board of Directors/Trustees.

Members shall be approved by the Board of Directors and expected to subscribe to the policies of the Corporation: The members of this Corporation shall be the persons who, from time to time, are the members of the Board of Directors of this Corporation.

Members and must have a vested interest in property acquisition and real development.

## **ARTICLE XIII – VOTING RIGHTS**

Any person who has been accepted as a member of PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC., has the right and privilege to participate in the activities thereof. Each member shall have one vote.

## **ARTICLE XIV – MEMBERSHIP RIGHTS AND OBLIGATIONS**

Membership in this Corporation is personal and is not transferable or assignable.

Members shall be free to relinquish their membership at their discretion. A voting member may choose resign his membership as a member of this Corporation as is further discussed in the By Laws of the Corporation.

Participation in activities that are counterproductive to the goals and By Laws of PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC., is reason enough for dismissal or termination of membership, until such time as the governing board shall determine appropriate.

The governing board shall be free to terminate or revoke a member's membership and rights at any time at its discretion. The determination by the Board of Directors, that such termination of membership would be in the best interests of the Corporation may be without cause, except as otherwise stated in the Corporation By Laws.

## **ARTICLE XV – CONSTITUTION AND BY LAWS**

In order to insure the discipline of order, PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC., shall establish a Constitution and By Laws.

## **ARTICLE XVI – POLITY AND ACCOUNTABILITY**

PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC., while maintaining its inherited rights to sovereignty in the conduct of its own affairs, this organization may voluntarily enter into joint ventures with other corporations.

## **ARTICLE XVII – CONFLICT OF INTEREST POLICY**

Any director, officer, or employee who has an interest in contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such persons must not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussion or deliberation with respect to such contract or transaction. Such persons may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the absenteeism from voting and participation, and whether a quorum was present.

## **ARTICLE XVIII – LIMITATIONS AND PROHIBITIONS**

The corporate powers of this Corporation are as provided in Section 621, Florida Statutes. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.



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## **ARTICLE XIX – SETTLEMENT OF DISPUTES**

The Corporation agrees that it will settle internal disputes in accordance with the criterion, corporate policy, guidelines, and directives as set forth in and regulated by the authority of the By Laws of PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC.

## **ARTICLE XX – LIABILITIES FOR DEBTS**

Neither the members, officers, nor the members of the Board of Directors of PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC., shall be personally liable for the debts of the Corporation.

## **ARTICLE XXI – TERM OF EXISTENCE**

The Corporation shall have a perpetual existence. The Corporate existence Commences on September 10, 2005 the date of approval of the Articles of Incorporation by the Secretary of State, State of Florida.

## **ARTICLE XXII – AMENDMENT**

The 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 Members, and approved to a Members' Meeting by a majority of the Members, unless all Directors and all Members sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

## **ARTICLE XXIII - EFFECTIVE DATE**

These Articles of Incorporation of PROPERTY INVESTORS GROUP OF NORTH FLORIDA, INC., shall be effective immediately upon approval of the Secretary of State, State of Florida.

\*\*\*\*\*

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.

  
Signature/Registered Agent

  
Date

  
Signature/Incorporator

  
Date