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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 OCT 13 AM 9:34

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Amend  
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**LEE BENTON SAYLER, P.A.**

ATTORNEY AT LAW  
1662-A NORTH U.S. HIGHWAY ONE  
JUPITER, FLORIDA 33469  
(561) 746-7304  
(561) 746-6173 FAX

October 12, 2005

*Via UPS Overnight --Tracking No. 1Z F49 705 22 1000 8409*

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32399

**RE: RESATED ARTICLES OF INCORPORATION FOR M-TEAM, INC.**

Dear Sir/Madam:

Enclosed are an original and one copy of the Restated Articles of Incorporation for M-TEAM, INC., along with a check in the amount of \$43.75 for filing (\$35.00) and a certified copy (\$8.75).

Please return a certified copy of the Articles with the Certificate of Incorporation via UPS overnight (pre-addressed airbill and envelope provided).

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Lee B. Sayler', written over a horizontal line.

**Lee B. Sayler**

LBS/jlc

Enclosures

**RESTATED ARTICLES OF INCORPORATION**

**OF**

**M-TEAM, INC.**

FILED  
05 OCT 13 AM 9:32  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

These restated Articles of Incorporation were adopted by all the directors and shareholders of the corporation at a duly noticed shareholder meeting on the 12<sup>th</sup> day of October 2005. All of the directors and shareholders have affixed their signatures hereto. The total shares outstanding are 200, and the total shares voting for this restatement were 200. The purpose of this restatement is to change the corporation to a professional corporation as permitted by Florida Statute 607.1805.

**ARTICLE ONE**

The name of the corporation shall be JOAN M. MASAITIS, ~~PA~~, a Florida professional corporation organized under Chapter 621 and Chapter 607 of the Florida Statutes.

**ARTICLE TWO**

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence was the date of filing the original Articles of Incorporation with the Secretary of State, Division of Corporations.

**ARTICLE THREE**

The general purpose for which the corporation is organized is to engage in the business of real estate brokerage and sales in the State of Florida.

No capital stock shall be issued to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated. No shareholder of a corporation organized under this act shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

#### **ARTICLE FOUR**

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, voting common, and shall have a par value of Five Dollars (\$5.00) per share.

#### **ARTICLE FIVE**

The street address of the initial principal and registered office of the corporation is 3370 Bridgegate Drive, Jupiter, Florida 33477. . The name of the initial registered agent at such address is JOAN M. MASAITIS.

#### **ARTICLE SIX**

The number of directors constituting the initial board of directors of the corporation is two. The number of directors may change in accordance with the Bylaws. The names and addresses of the directors are:

KELLY C. MARTIN  
153 Radcliffe Court  
Jupiter, Florida 33458

JOAN M. MASAITIS  
3370 Bridgegate Drive  
Jupiter, Florida 33477

#### **ARTICLE SEVEN**

The name and address of the incorporator is:

JOAN M. MASAITIS  
3370 Bridgegate Drive  
Jupiter, Florida 33477

#### **ARTICLE EIGHT**

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceeding to which he may be a party or any

which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.


#### ARTICLE NINE

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the offer price thereof, a pro rata portion of:

(a) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(b) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for the purchase from the corporation any shares of its stock of any class or classes.

Executed by the undersigned at Jupiter, Florida, on the 12<sup>th</sup> day of October, 2005.

  
JOAN M. MASAITIS  
Director and Shareholder (100 shares)

  
KELLY C. MARTIN  
Director and shareholder (100 shares)

STATE OF FLORIDA  
COUNTY OF PALM BEACH

**I HEREBY CERTIFY** that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, **JOAN M. MASAITIS** and **KELLY C. MARTIN** to me

known to be the persons described in and who executed the foregoing instrument and They acknowledged before me, that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 12<sup>th</sup> day of October 2005.



Lee B. Saylor  
MY COMMISSION # DDD46849 EXPIRES  
November 7, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

Lee B Saylor  
NOTARY PUBLIC  
My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept the foregoing designation as Registered Agent and further state that I am familiar with and accept the obligations provided for in Chapter 621 and 607 of the Florida Statutes.

Executed this 12<sup>th</sup> day of October, 2005.

Joan M. Masaitis  
JOAN M. MASAITIS