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FLORIDA PROFFIT CORPORATION OR P.A.

Carie M. Godfrey, P.A.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION**

**FOR**

**CARIE M. GODFREY, P.A., A FLORIDA PROFESSIONAL CORPORATION**

The undersigned natural person, competent and licensed as a real estate agent in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Professional Service Corporation and Limited Liability Company Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation shall be **CARIE M. GODFREY, P.A.**

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this corporation shall be 4233 Northwest 6<sup>th</sup> Street, Deerfield Beach, Florida 33442. The mailing address of this corporation shall be 4233 Northwest 6<sup>th</sup> Street, Deerfield Beach, Florida 33442.

**ARTICLE III**

**NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in real estate sales and services.
- b. To engage and render the professional services involved only through its officers, agents

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and employees who shall be real estate agents and/or brokers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law, and to own real or personal property necessary for rendering professional services.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

#### ARTICLE IV

##### CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to real estate agents and/or brokers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

d. No Shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with authority to exercise the voting power of any or all of that Shareholder's stock.

**ARTICLE V**

**PREEMPTIVE RIGHTS**

This corporation elects to have preemptive rights.

**ARTICLE VI**

**DURATION**

The corporation shall have perpetual existence.

**ARTICLE VII**

**REGISTERED AGENT AND INITIAL  
REGISTERED OFFICE IN FLORIDA**

The address of this corporation's initial registered office is 4233 Northwest 6<sup>th</sup> Street, Deerfield Beach, Florida 33442 and the name of its initial registered agent at said address is Carie M. Godfrey.

**ARTICLE VIII**

**INCORPORATOR**

The name and address of the Incorporator is as follows: Carie M. Godfrey, 4233 Northwest 6<sup>th</sup> Street, Deerfield Beach, Florida 33442 .

**ARTICLE IX**

**BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of not less than one, nor more than nine persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is: Carie M. Godfrey, 4233 Northwest 6<sup>th</sup> Street, Deerfield Beach, Florida 33442 .

## ARTICLE X

### INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

## ARTICLE XI

### SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

## ARTICLE XII

### INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## ARTICLE XIII

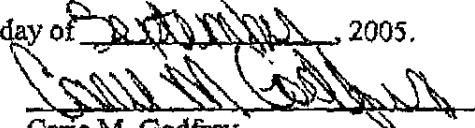
**ARTICLE XIII  
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIV  
BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation in the State of Florida, this 14 day of September, 2005.

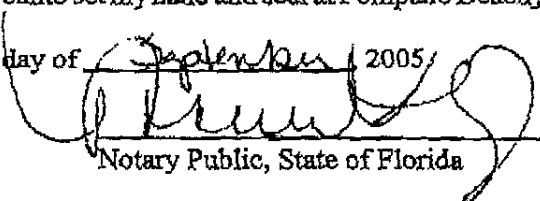
  
Carrie M. Godfrey

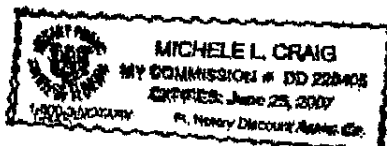
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Carrie M. Godfrey, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Pompano Beach, Florida in Broward County, Florida this 14<sup>th</sup> day of September, 2005.

My Commission Expires:

  
Notary Public, State of Florida



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

CARIE M. GODFREY, P.A., a professional corporation existing under the laws of the State of Florida with its principal office and mailing address at: 4233 Northwest 6<sup>th</sup> Street, Deerfield Beach, Florida 33442 named Carie M. Godfrey whose address is: 4233 Northwest 6<sup>th</sup> Street, Deerfield Beach, Florida 33442 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the obligations, duties and responsibilities as Registered Agent for said Corporation.

Dated: 9/14/05

  
Carie M. Godfrey

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