

P05000154002

ARROM & COMPANY, P.A.
CERTIFIED PUBLIC ACCOUNTANTS
10556 NW 26TH ST STE 203
MIAMI, FL 33172-2161

(Address)

(City/State/Zip/Phone #)

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05 NOV 18 PM 3:12
FBI - MIAMI

TRANSMITTAL LETTER

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

SUBJECT: _____

Hans G. Baumgardner P.A.

(Proposed corporate name - must include suffix)

Enclosed is 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

ADDITIONAL COPY REQUIRED

FROM: Orlando Arrom
Name (Printed or typed)

10556 N.W. 26th Street - Suite 203
Address

Miami, FL 33172
City, State & Zip

(305) 592-0663
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 24, 2005

ORLANDO ARROM
10556 N.W. 26TH STREET
SUITE 203
MIAMI, FL 33172

SUBJECT: HANS G. BAUMGARTNER, P.A.
Ref. Number: W05000048561

We have received your document for HANS G. BAUMGARTNER, P.A..
However, the document has not been filed and is being returned for the following:

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

i.e (Medical Doctor, Real Estate Broker, Realtor, Attorney at Law, etc.....

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) 245-6934.

Loria Poole
Document Specialist
NEW FILINGS

Letter Number: 105A00064494

ARTICLES OF INCORPORATION
OF
Hans G. Baumgartner, P.A.

FILED
05 NOV 18 PM 3:12
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
FLORIDA

The undersigned, acting as incorporator of Hans G. Baumgartner, P.A. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

Hans G. Baumgartner, P.A.

and the principal place of business is:

11172 NW 72 Terrace, Doral, FL, 33178

ARTICLE II. NATURE OF CORPORATE BUSINESS

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

To engage in every phase and aspect of the business rendering the same professional services to the public that a real estate sales associate duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice therein.

The Corporation may also engage in or transact any or all activity of business permitted under the laws of the United States and the State of Florida pursuant to Chapter 621 of the Florida Statutes entitled Professional Services Corporations.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence of the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorizes to have outstanding at any time is 500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares. None of the shares of the corporation may be issued to anyone other than an individual in good standing or duly licensed to practice as a sales person in the State of Florida.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 10556 N.W. 26 Street, Suite D-203, Doral, Florida 33172-5942 and the name of the corporation's initial registered agent at that address is Orlando Arrom.

ARTICLE VI. INCORPORATOR

The name and street of the incorporator is:

Name:

Hans G. Baumgartner

Address:

11172 NW 72 Terrace
Doral, FL 33178

ARTICLE VII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject or repeal by the directors.

ARTICLE VIII. VOTING TRUSTS

No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all his shares.

ARTICLE IX. REMOVAL OF DIRECTOR

Any Director of this Corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a Director.

ARTICLE X. RESTRAINT OF ALIENATION OF SHARES

The Stockholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the Stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the Stockholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a Stockholder of this Corporation. If any Stockholder becomes legally disqualified to practice in the State of Florida, or is elected to public office or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such Stockholder's shares shall immediately become subject to purchase by this Corporation in accordance with the Bylaws adopted y Stockholders.

ARTICLE XI. INDEMNIFICATION

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

ARTICLE XII. POWERS

The corporation shall have all of the corporate powers enumerated in the Florida General Corporate Act.

ARTICLE XIII. INFORMAL DIRECTOR ACTION

If all the Directors severally or collectively consent in writing to any action taken by the Corporation, and the writings evidencing their consent are file 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 XIV. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting in consent in writing setting fort 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 XV. 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 or account of professional services.

The corporation shall forthwith, upon such disqualification of any shareholder, purchase and 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 XVI. AMENDMENT TO ARTICLES OF INCORPORATION

These 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 Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made. All rights of Stockholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporations this 20th day of October, 2005.



Hans G. Baumgartner

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Hans G. Baumgartner known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he (they) acknowledged before me that he (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in state and county aforesaid, this 20th day of October, 2005.



NOTARY PUBLIC, STATE OF FLORIDA



Orlando Aram
My Commission DD168802
Expires May 19, 2007

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Hans G. Baumgartner, P.A.

2. The name and address of the registered agent and office is:

Orlando Arrom

(NAME)

10556 NW 26 Street, Suite 203

(P.O. BOX NOT ACCEPTABLE)

Doral, FL 33172

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT 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.

Signature 

DATE October 20th, 2005

05 NOV 18 13:12
FILED
FLORIDA