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TALLAHASSEE, FLORIDA

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W08-56

SUSAN SULLIVAN, P.A.
ATTORNEY AT LAW

13469 N. U.S. HWY 441 • THE VILLAGES, FLORIDA 32159 • (352) 751-6623 • FAX (352) 751-6624

December 23, 2005

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


Re: Tom Heller, P.A.

Dear Sir or Madam:

Enclosed is the *Articles of Incorporation of Tom Heller, P.A.* for filing. The enclosed check of \$43.75 is for the filing fee and the Certificate of Status. Please return all correspondence concerning this matter to my address listed above.

If you have any questions, please do not hesitate to call.

Sincerely,



Susan Sullivan

SS/lg
Enc.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TOM HELLER, P.A.

The undersigned subscriber to these articles of incorporation, being duly licensed to practice real estate sales under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is Tom Heller, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 13940 US Hwy 441, Building 100, Suite 101, Lady Lake, FL 32159.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of the real estate sales. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on January 1, 2006.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,000 shares of common stock, having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice real estate sales in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 13940 US Hwy 441, Building 100, Ste. 101, Lady Lake, Florida. The name of the initial registered agent at that address is Tom Heller, 13940 US Hwy 441, Building 100, Suite 101, Lady Lake, Florida 32159.

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ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors is Tom Heller, 13940 US Hwy 441, Building 100, Suite 101, Lady Lake, Florida 32159.

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is Tom Heller, 13940 US Hwy 441, Building 100, Suite 101, Lady Lake, Florida 32159.

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice real estate sales in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. ADDITIONAL CORPORATE POWERS

In furtherance of and not in limitation of the general powers conferred by the laws of the State of Florida, and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of rendering real estate services.

B. At its option, to purchase and acquire any or all of its stock owned and held by such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the bylaws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a deferred compensation plan; (5) a restricted stock option plan; or (6) any other insurance retirement or incentive compensation plan.

ARTICLE XI. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on this 22nd day of December, 2005.



TOM HELLER

Sworn to and subscribed before me this 22 day of December, 2005, by Tom Heller.



Notary Public -- State of Florida



L. Griffin
Commission # DD393332
Expires February 6, 2009
Bonded Troy Fain - Insurance, Inc. 800-385-7019

Personally Known ____

OR

Produced Identification ☒

Type of Identification Produced FLDL

(Seal)

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