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**CHESSER & BARR, P.A.**  
ATTORNEYS

D. MICHAEL CHESSE  
*Board Certified, Real Estate Lawyer*

HARRY E. BARR  
*Board Certified, Civil Trial Lawyer*

KAREN L. ARNETT

LANCE D. CLOUSE

LOUIS L. LONG, JR.

THOMAS REED

VINCENT P. ROLL

LESLIE D. SHEEKI

*Of Counsel*

CHRISTA L. SWAN

JEROME A. ZIVAN

February 27, 2006

**Florida Department of State**  
Corporate Filing Division  
Attn: Claretha Golden  
PO Box 6327  
Tallahassee, Florida 32314

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CLERK OF STATE  
TALLAHASSEE FLORIDA

Re: Rock Solid Properties of the Emerald Coast, P.A. W 0600008706  
Dear Madam:

Enclosed is the check that was inadvertently omitted from the filing of the above P.A.

1. Our check in the amount of \$78.75 for filing fees and a certified copy.

Please return the certified copy to our office after filing. If there is a problem with the above, please contact me at the office (1-850-651-9944).

Thank you for your assistance in this matter.

Sincerely,

Bill Wittke  
Paralegal to D. Michael Chesser

U:\Chesser\dmcl\Comerford, James (Rock Solid Prop, PA)\Correspondence\Article Ltr 2.wpd



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

February 21, 2006

D. MICHAEL CHESSER, ESQUIRE  
1201 EGLIN PARKWAY  
SHALIMAR, FL 32579

SUBJECT: ROCK SOLID PROPERTIES OF THE EMERALD COAST, P.A.  
Ref. Number: W06000008706

We have received your document for ROCK SOLID PROPERTIES OF THE EMERALD COAST, P.A., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

Filings Fees:	\$35.00
Registered Agent	
Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

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) 245-6973.

Claretha Golden  
Document Specialist  
New Filing Section

Letter Number: 306A00012432

This document prepared by:  
D. Michael Chesser, Esq.  
Chesser & Barr, P.A.  
1201 Eglin Parkway  
Shalimar, Florida 32579

**FILED**  
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TALLAHASSEE FLORIDA

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## **ARTICLES OF INCORPORATION**

**OF**

### **ROCK SOLID PROPERTIES OF THE EMERALD COAST, P.A.**

I, the undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act Chapter 607 and Chapter 621, adopt the following Articles of Incorporation for such corporation.

#### **ARTICLE I - NAME AND ADDRESS**

The name of the corporation is ROCK SOLID PROPERTIES OF THE EMERALD COAST, P.A. with the address of 1397 Windward Lane Niceville, FL. 32578.

#### **ARTICLE II - PERIOD OF EXISTENCE**

The period of duration for the corporation is perpetual.

#### **ARTICLE III - PURPOSE**

The purposes for which the corporation is formed are as follows:

- A. To engage in the general practice of Real Estate sales as a professional corporation.
- B. To promote ethical and professional real estate practices and to invest its funds in real estate, mortgages, stocks, bonds, or any other type investment and to own real and personal property, to enter into contracts, and to engage in any lawful business necessary for the rendering of such professional services.
- C. To do everything necessary and proper, or convenient for the accomplishment of any of the purposes that is not forbidden by laws of the state of Florida or by provisions of these articles of incorporation.

The professional purposes of this corporation shall be carried out only through officers, employees, and agents who are duly licensed or otherwise legally qualified under § 475 of the law of the State of Florida.

#### **ARTICLE IV - SHARES**

**NUMBER:** The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of \$1.00 per share.

**INITIAL ISSUE:** Such shares as may be considered to be in the best interest of the corporation shall be issued from time to time, but in any event the corporation shall have an initial capital of at least \$1,000.00.

**STATED CAPITAL:** The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

**DIVIDENDS:** The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Shareholder, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

**NO CLASSES OF STOCK:** The shares of the corporation are not to be divided into classes.

**NO SHARE IN SERIES:** The corporation is not authorized to issue share in series.

#### **ARTICLE V - RESTRICTION ON SALE OF SHARES**

Shares of stock in this corporation shall not be offered for sale or sold except after first right of refusal to existing shareholders. However, any holder of more than a majority of the shares shall not be subjected to this first right of refusal. Any majority shareholder shall be offered pro-rata, in writing, the opportunity to match the same terms and conditions offered in any written offer to purchase any shares which are proposed to be sold. Such offeree, shall have fourteen (14) days to exercise this option, and fourteen (14) days thereafter within which to close. No shareholder may sell, pledge, or transfer his or her shares in the corporation except to another individual who is eligible to be a shareholder under the law of the State of Florida.

#### **ARTICLE VI - PRE-EMPTION RIGHT**

All existing shareholders of stock shall have the right to purchase, pro-rata, any new shares of stock offered.

## **ARTICLE VII - ADDRESS AND REGISTERED AGENT**

The address of the initial registered agent of the corporation in the State of Florida shall be 1201 Eglin Parkway Shalimar, Florida 32579. The name of the initial registered agent of the corporation at the above address shall be D. Michael Chesser Esq. The Shareholders may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

## **ARTICLE VIII - BOARD OF DIRECTORS**

The business of the corporation shall be managed by the Shareholders. There shall be no Board of Directors.

## **ARTICLE IX - OFFICERS**

The corporation shall have a President and a Secretary and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. Any two or more offices may be held by the same person. The initial and sole officer of this corporation is:

James Ray Comerford  
President/Secretary

1397 Windward Lane  
Niceville, Florida 32578

## **ARTICLE X - INCORPORATORS**

The name and address of the initial incorporator is as follows:

James Ray Comerford

1397 Windward Lane  
Niceville, Florida 32578

## **ARTICLE XI - AMENDMENT**

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a majority vote of the common stock.

## **ARTICLE XII - INDEMNIFICATION OF OFFICERS OR SHAREHOLDERS**

(a) The corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss, or judgment any officer or shareholder made a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit, or proceeding by or on behalf of the corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as officer, employee, or agent of the corporation or any other corporation, partnership, joint venture, trust, or other enterprise in which he served at the request of the corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit, or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the corporation.

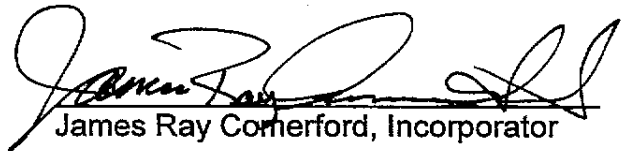
(b) Any indemnification under paragraph (a) shall be made by the corporation only as authorized in the specific case upon a determination that amounts for which an officer seeks indemnification were properly incurred and that such officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Shareholders by a majority vote of a quorum consisting of Shareholders who were not parties to such action, suit, or proceeding; or, (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

(c) The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the shareholders that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this article. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or

among such person and other parties represented in the same action, suit, or proceeding by the counsel retained by the corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the corporation to indemnify under any applicable law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed of these Articles of Incorporation at Shalimar, Florida on the 15<sup>th</sup> day of February, 2006.

  
James Ray Comerford, Incorporator

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of February 2006, by James Ray Comerford, who produced his Florida drivers license as identification or who is personally known to me, and who did take an oath.



J. Olesia Hawks  
My Commission DD297761  
Expires April 10, 2008


  
NOTARY PUBLIC

[SEAL]



**ACCEPTANCE BY REGISTERED AGENT**

I, D. Michael Chesser Esq., having been named to accept service of process and hereby act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
D. Michael Chesser Esq.  
Registered Agent

**FILED**  
2006 MAR -2 AM 11:03  
CLERK OF STATE  
TALLAHASSEE FLORIDA

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