

APR 20 06 10:00 JO CLAIR SPEAR, P.A. (727) 327-8338 Page 1 of 1  
**P06000056808**

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**JAMES D. CARNAHAN, P.A.**

|                       |         |
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**ARTICLES OF INCORPORATION  
OF  
JAMES D. CARNAHAN, P.A.**

The undersigned, for the purpose of forming a professional service corporation under Chapter 621 of the Florida Statutes, hereby agrees to the following:

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation is JAMES D. CARNAHAN, P.A. (hereinafter referred to as the "Corporation").

**ARTICLE II  
INITIAL PRINCIPAL OFFICE  
AND MAILING ADDRESS**

The initial principal office and mailing address of the Corporation is 5149 Central Avenue, St. Petersburg, FL 33710.

**ARTICLE III  
COMMENCEMENT DATE AND DURATION**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida, commencing as of the date on which these Articles of Incorporation are filed with the Florida Department of State.

Prepared by:  
Jo Claire Spear, Esq. (Fla. Bar # 0847781)  
Jo Claire Spear, P.A.  
5149 Central Avenue  
St. Petersburg, FL 33710

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**ARTICLE IV****POWERS AND NATURE OF BUSINESS**

This Corporation is entitled to conduct any and all lawful business with all the corporate powers enumerated in the Florida Business Corporation Act, and, business activities permitted under Chapter 475 of the Florida Statutes, as amended from time to time, including professional services as a real estate broker, broker associate, or sales associate, involving among other things, the buying, selling, exchanging, and leasing of real property or business interests of others, and the procuring of sellers, purchasers, lessors and lessees of such real property or business interests.

This Corporation shall have and may exercise all powers, rights, and privileges necessary, suitable, convenient, or proper for the accomplishment of any of the purposes, or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers herein named, or for the enhancement of the value of any property of the Corporation or which at any time appear conducive thereto or expedient.

**ARTICLE V****CAPITAL STOCK**

The Corporation is authorized to issue 5,000 share of common voting stock having a par value of \$1.00 per share.

**ARTICLE VI****INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this Corporation is JAMES D. CARNAHAN, and the street address of the initial registered office of the Corporation is 1146 35<sup>th</sup> Avenue NE, St. Petersburg, FL 33704.

**ARTICLE VII****DIRECTORS**

A Board of Directors shall manage the business and affairs of the Corporation. The members of the Board of Directors shall hereinafter be referred to as Directors. Directors shall be elected and shall hold office as provided in the Bylaws.

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This Corporation shall have one (1) Director initially. The name and address of the initial member of the Board of Directors of this Corporation is:

JAMES D. CARNAHAN  
1146 35<sup>th</sup> Avenue NE  
St. Petersburg, FL 33704

The number of Directors shall be as provided in the Bylaws of the Corporation, but shall never be less than one (1).

#### **ARTICLE VIII**

##### **OFFICERS**

The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers, assistant officers, and agents as the Directors deem necessary. The officers shall have such duties, responsibilities, and powers as provided by the Bylaws.

The name and address of the initial officers of this Corporation are as follows:

|                                 |                                     |
|---------------------------------|-------------------------------------|
| JAMES D. CARNAHAN               | President, Secretary, and Treasurer |
| 1146 35 <sup>th</sup> Avenue NE |                                     |
| St. Petersburg, FL 33704        |                                     |

#### **ARTICLE IX**

##### **RESTRICTION ON ISSUANCE OR TRANSFER OF SHARES**

Only persons or entities duly licensed or otherwise legally authorized to render real estate services under the laws of the State of Florida may become a shareholder of the Corporation. As such, the Corporation may not issue capital stock, and no shareholder of the Corporation may sell or transfer his or her shares in the Corporation, to any person or entity other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise authorized to render services constituting real estate brokerage and sales under the law of the State of Florida.

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**ARTICLE X****AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS**


The Board of Directors and shareholders may amend these Articles of Incorporation as provided by law. Following the filing of these Articles of Incorporation, the Board of Directors, by appropriate action, shall adopt initial Bylaws for the Corporation. The Board of Directors or the shareholders may adopt, alter, amend or repeal the Bylaws of the Corporation in accordance with the provisions of the Bylaws. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

**ARTICLE XI****INCORPORATOR**

The name and address of the person signing these Articles of Incorporation, as Incorporator, is as follows:


JAMES D. CARNAHAN  
1146 35<sup>th</sup> Avenue NE  
St. Petersburg, FL 33704

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, as Incorporator and Director, for the purpose of forming JAMES D. CARNAHAN, P.A. as a professional service corporation under Chapter 621 of the Florida Statutes.

  
JAMES D. CARNAHAN,  
As Incorporator and Director  
April 20, 2006

**CERTIFICATE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, 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.

  
JAMES D. CARNAHAN  
Registered Agent  
April 20, 2006

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