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FILED
06 APR 29 PM 12:29
FALLING LEAF, MD

5/1/06

ARTICLES OF INCORPORATION
OF
FAMILY REAL ESTATE CENTERS OF AMERICA, INC.
A Florida For-Profit Corporation

FILED
06 APR 28 PM 12:28
CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as the sole incorporator of a corporation being formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article I – Name

The name of this Corporation is Family Real Estate Centers of America, Inc.

Article II – Principal Place of Business

The principal place of business of this Corporation is: 2418 SW 22nd Circle East, Okeechobee, Florida 34974.

Article III – Duration

The duration of this Corporation is perpetual.

Article IV – Purpose and Power

The purposes for which this Corporation is organized are:

- A. For any lawful purpose.
- B. To exercise all those powers set forth in §607.0302, in Fla. Stat. (2001).
- C. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, exchange, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its corporate securities or stock or other securities, including without limitation, any shares of stock, bonds, debentures, notes, mortgages, or

other instruments representing right of interests thereon or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or unreserved earned surplus for the purchases of its own shares, and to exercise as owner of holder of any securities, any and all rights, powers and privileges in respect thereof.

D. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of anyone or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association or corporation.

E. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general owners of this corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article shall be regarded as independent powers and purposes.

Article V- Stock

This Corporation shall have the authority to issue 1000 shares of common voting stock at a par value of \$1.00 per share.

Article VI – Amendments

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding at a Shareholders meeting called for that purpose.

Article VII – By-Laws

The By-Laws of this Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the stock issued and outstanding at a Shareholders meeting called for that purpose.

Article VIII – Shareholders Rights

Shareholders of this Corporation shall have pre-emptive rights to acquire their pro rate share of stock of the Corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation including but not limited to cash, other property, services, the acquisition of other corporation's share or property through a merger of the extinguishment of bets. Pre-emptive rights shall also apply to the re-issuance of all redeemed or otherwise acquired shares, including the re-issuance of treasury shares. This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued by shall approved by the affirmative vote of a majority of the stock issued and the outstanding at a Shareholders meeting called for that purpose.

Article IX – Directors

The number of directors of this Corporation constituting the initial Board of Directors of this Corporation is one (1). The name and address of the person(s) serving as an initial Director of this Corporation until the Initial Meeting of the Shareholders, or until their successors is elected and qualify, whichever occurs first, shall be:

Name	Address
Bartholomew F. Caso	2418 SW 22 nd Circle East Okeechobee, FL 34974

Article X – Officers

The officers of this Corporation constituting the initial Officers of this Corporation are President, Secretary and Treasurer. The name and address of the person(s) serving as initial Officers of this Corporation until the Initial Meeting of the Shareholders, or until their successor is elected and qualify, whichever occurs first, shall be:

Name	Address	Office
Bartholomew F. Caso	2418 SW 22 nd Circle East Okeechobee, FL 34974	President, Vice President Treasurer, Secretary

Article XI – Sole Incorporator

The name and address of the sole incorporator of this Corporation is:

Name	Address
Bartholomew F. Caso	2418 SW 22 nd Circle East Okeechobee, FL 34974

Article XII – Registered Agent

The name and address of the Registered Agent of this Corporation is:

Name	Address
Bartholomew F. Caso	2418 SW 22 nd Circle East Okeechobee, FL 34974

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**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to §48.091(1) and §607.51, Fla. Stat. (2001), this Corporation hereby designates Bartholomew F. Caso, of 2418 SW 22nd Circle East, Okeechobee, FL 34974, to act as Registered Agent for this Corporation to accept service of process within this State.

Bartholomew F. Caso
Bartholomew F. Caso
Sole Incorporator

ACKNOWLEDGMENT

I, Bartholomew F. Caso, do hereby accept the appointment of Registered Agent for this Corporation and do hereby agree to serve as Registered Agent for this Corporation and do hereby agree to serve as Registered Agent, act in this capacity, and agree to comply with the provisions of said statute relative to the keeping of a registered office of the Corporation.

Bartholomew F. Caso
Bartholomew F. Caso
Registered Agent

NOTARIZATION

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Bartholomew F. Caso, as the Sole Incorporator and Registered Agent of this Corporation, who, after being duly cautioned and sworn, deposes and says that he has read the above information and it true and correct.

Bartholomew F. Caso
Bartholomew F. Caso

The foregoing instrument was (X) sworn to, () affirmed, or () acknowledged, before me on this 24 day of April, 2006, by Bartholomew F. Caso, who is (X) personally known or () produced the following type of identification. _____.

SEAL

Marlene Saunders
Notary Signature: _____

