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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Accord Brokerage Services, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION****OF****ACCORD BROKERAGE SERVICES, INC.  
(A FLORIDA CORPORATION)**

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**Article I:** The name of the corporation shall be: ACCORD BROKERAGE SERVICES, INC.

**Article II:** The principal place of business and mailing address of this corporation shall be: 111 EAST WACKER DRIVE, SUITE 2800

**Article III:** The number of shares of stock that the corporation is authorized to have outstanding at any one time is: 1,000, common shares at No par value.

**Article IV:** The name and address of the initial registered agent is NRAI Services, Inc., 2731 Executive Park Drive, Suite 4, Weston, Florida 33331.

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part hereof.

**Article V:** The name and street address of the incorporator to these Articles of Incorporation is:

Linda D. Walnwright  
111 East Wacker Drive, Suite 2800  
Chicago, Illinois 60601

**Article VI:** The names, street addresses and titles of the initial officers and directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
David Wilson	111 E. Wacker Drive, Ste. 2800 Chicago, IL 60601	President/CEO Asst. Secy./Asst. Treasurer
Thomas J. Kane	111 E. Wacker Drive, Ste. 2800 Chicago, IL 60601	Executive Vice Pres. Secretary/Treasurer

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Article VII: The purposes for which the corporation is organized, in addition to engaging in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes, are as follows:

Article VIII: The period of duration of the corporation is perpetual.

Article IX: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office; and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of July, 2006:

  
Linda D. Wainwright, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these 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.

NRAI SERVICES, INC.

By: 

Date: July 18, 2006

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