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~~Terence M. Brown~~

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Starke, Florida 32091  
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(City/State/Zip/Phone #)

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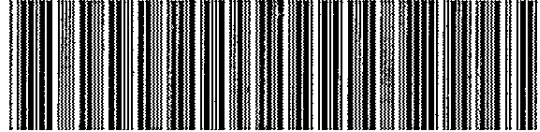
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**ARTICLES OF INCORPORATION  
OF  
SOUTHLAND REALTY & MANAGEMENT CO.**

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I - NAME**

The name of the corporation shall be SOUTHLAND REALTY & MANAGEMENT COMPANY.

**ARTICLE II - TERM OF EXISTENCE**

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation with by the Office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

**ARTICLE III - GENERAL NATURE OF BUSINESS**

This corporation is organized for the following purposes:

- (a) To provide professional real estate brokerage services;
- (b) To engage in any lawful business authorized under the laws of the United States and the State of Florida.

**ARTICLE IV - POWERS**

The corporation shall have power to:

- A. To have perpetual succession by its corporate name.
- B. To sue and be sued, complain and defend in its corporate name in all actions and proceedings.
- C. To have a corporate seal, which may be altered at its pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- D. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- E. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

F. To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

H. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

I. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

J. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within and outside the State of Florida.

K. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

L. To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the corporation.

M. To make donations for the public welfare or for charitable, scientific, or educational purposes.

N. To transact any lawful business which the board of directors shall find to be in interest of the corporation's stockholders.

O. To pay pensions and establish pension plans, and other incentive plans for any or all of its directors, officers, and employees and for any and all of the directors, officers, and employees and for any and all of the directors, officers, and employees of its subsidiaries.

P. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

Q. To have and exercise all powers necessary or convenient to effect its purpose.

## **ARTICLE V – CAPITAL STOCK**

This corporation is authorized to issue ONE THOUSAND (1000) shares at \$1.00 par value common stock, which shall be designated Common Shares. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 25 persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

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

The street address of the initial registered office of this corporation in the State of Florida will be 486 N. Temple Ave., Starke, Bradford County, Florida 32091. The name of its initial registered agent at such address is TERENCE M. BROWN. The street address of the corporation's principal office is 9799 Highway 301 South, Hampton, Florida 32044. The mailing address of the corporation's principal office is Post Office Box 230, Hampton, Florida 32044.

## **ARTICLE VII – DIRECTORS**

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time in the manner provided for in the bylaws of the corporation, provided that the corporation shall always have at least one director. The method of election of directors shall be set forth in the bylaws of the corporation. The name and street address of the initial director of the corporation, who shall serve until her successors are duly elected and qualified is:

DONNA BRYAN ROWE, President  
Post Office Box 230  
Hampton, Florida 32044

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, provided that the corporation shall always have at least one director.

## **ARTICLE VIII – INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is:

DONNA BRYAN ROWE

Post Office Box 230  
Hampton, Florida 32044

## **ARTICLE IX – INDEMNIFICATION**

The corporation shall indemnify to the full extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, against expenses (including attorneys' fees), judgment, fines and amounts paid in connection with such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under the bylaws, agreement, vote of shareholders or otherwise.

## **ARTICLE X – PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of the issue bears to the total number of shares then outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him or her to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## **ARTICLE XI – REMOVAL OF DIRECTORS**

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason, whatsoever, whether or not there is a cause for removal.

## **ARTICLE XII – AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors of this corporation.

## **ARTICLE XIII – SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulation issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this \_\_\_ day of August, 2006.

INCORPORATOR

  
DONNA BRYAN ROWE

STATE OF FLORIDA  
COUNTY OF BRADFORD

The foregoing instrument was executed and acknowledged before me this 29<sup>th</sup> day of August, 2006, by **DONNA BRYAN ROWE**, who is well known to me, or who has produced ID # \_\_\_\_\_ as the identification and who did take an oath.

  
Notary Public State of Florida  
My commission expires:

(SEAL)



**DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at 9799 Hwy 301 South, Hampton, Florida 32044, has named Terence M. Brown, whose address is 486 N. temple Ave., Starke, Florida 32091, as its agent to accept service of process within this state.

**ACCEPTANCE**

I agree as Registered Agent to accept service of process, to keep the office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

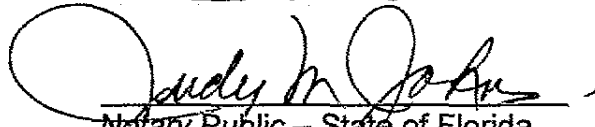
Registered Agent:

  
**TERENCE M. BROWN**

**STATE OF FLORIDA  
COUNTY OF BRADFORD**

**BEFORE ME**, the undersigned authority, this day personally appeared **TERENCE M. BROWN**, who, after being duly sworn, deposed and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

**WITNESS** my hand and official seal this 29<sup>th</sup> day of August, 2006.

  
Notary Public – State of Florida  
My Commission expires:

**(SEAL)**

