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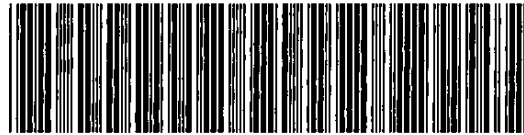
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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450

**Knaust & Associates, P.A.**

**Attorneys and Counselors at Law**

2167 Fifth Avenue North  
St. Petersburg, Florida 33713

Warren J. Knaust  
Also Admitted in Massachusetts

Tel: (727) 327-3273  
Fax: (727) 328-1401

E-mail: [Lawyers@tampabay.rr.com](mailto:Lawyers@tampabay.rr.com)

December 8, 2006

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: SUSAN ROSE, P.A.

Gentlemen:

Enclosed please find the Articles of Incorporation for the above-referenced corporation, Designation of Resident Agent, and our check in the amount of \$78.75 for the required filing fees.

After recording, please forward the Certificate and certified copy of the Articles to this office.

Thanking you for your kind attention in this matter, I remain

Very truly yours,

  
Warren J. Knaust

WJK/nc  
Enclosures

cc: Client

**ARTICLES OF INCORPORATION  
OF  
SUSAN ROSE, P.A.**

FILED  
2006 DEC 11 P 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice as a licensed Mortgage Broker in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

Name of Corporation, Principal Office and Mailing Address:

The name of this corporation shall be SUSAN ROSE, P.A.

The principal office of this corporation shall be 5975 54<sup>th</sup> Ave. North, St. Petersburg, Florida 33709.

The mailing address of this corporation shall be 5975 54<sup>th</sup> Ave. North, St. Petersburg, Florida 33709.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of Mortgage Brokering, and all its fields of specializations, as are engaged in by duly licensed Mortgage Brokers.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be duly licensed Mortgage Brokers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the

State of Florida.

### III

#### Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 6000 shares of common stock at one dollar \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to duly licensed real estate salesmen in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### IV

#### Duration

The corporation shall have perpetual existence.

### V

#### Registered Agent

The address of this corporation's initial registered office is 2167 5<sup>th</sup> Ave, North, St. Petersburg, Florida, 33713 and the name of its initial registered agent at said address is Warren J. Knaust.

### VI

#### Incorporator

The name and address of the Incorporator is as follows:

Susan Rose, 5975 54<sup>th</sup> Ave. North, St. Petersburg, Florida 33709.

### VII

## **Board of Directors**

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Director of this corporation is Susan Rose, 5975 54<sup>th</sup> Ave. North, St. Petersburg, Florida 33709.

## **VIII**

### **Informal Shareholder Action**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

## **IX**

### **Severance and Termination of Employment**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

## **X**

### **Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## **XI**

### **Indemnification**

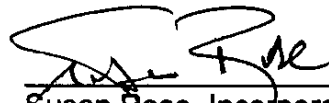
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 8<sup>th</sup> day of December, 2006

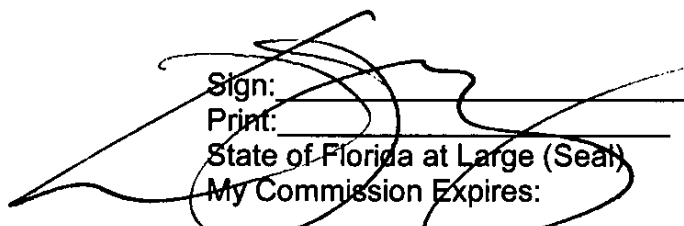
  
\_\_\_\_\_  
Susan Rose, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared SUSAN ROSE who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at St. Petersburg in the said County and State, this 8<sup>th</sup> day of December, 2006

NOTARY PUBLIC

  
Sign: \_\_\_\_\_  
Print: \_\_\_\_\_  
State of Florida at Large (Seal)  
My Commission Expires: \_\_\_\_\_

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

\*\*\*\*\*

Pursuant to Chapter 48.091, Florida statutes, the following is submitted, in compliance with said Act:

**FIRST:**

SUSAN ROSE, P.A., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 2167 5<sup>th</sup> Ave, North, St. Petersburg, Florida, 33713 , has named WARREN J. KNAUST as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation at 2167 5<sup>th</sup> Ave, North, St. Petersburg, Florida, 33713, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Warren J. Knaust  
Resident Agent

12/8/06

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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