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ALSO ADMITTED TO PRACTICE IN
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January 3, 2007

Florida Department of State
Division of Corporations
Corporation Filings
Post Office Box 1327
Tallahassee, Florida 32314

BY FIRST CLASS MAIL

SUBJECT: Polk County Real Estate Investors Association, Inc.

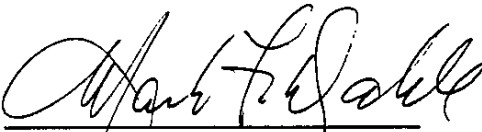
Dear Sir or Madam:

Enclosed for filing, please find duly executed, duplicate originals of the Articles of Incorporation for the referenced new corporation. Also enclosed is our check number 6865 in the amount of Seventy-Eight and Seventy-Five One Hundredths Dollars (\$78.75), representing payment of the filing fee, designation of registered agent fee, and one certified copy.

Please return the certified copy by first class mail. Thank you for your assistance.

Respectfully yours,

Law Offices of Mark F. Dahle, P. A.

By 
Mark F. Dahle
1/4

MFD:jr
Enclosures
3920.07

ARTICLES OF INCORPORATION
OF
POLK COUNTY REAL ESTATE INVESTORS ASSOCIATION, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation shall be Polk County Real Estate Investors Association, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

(a) To provide for educational services to its members to assist them in maximizing their return on investment as Real Estate Investors.

(b) To purchase, hold, retire, sell, and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of capital, and provided further that its own shares of capital stock belonging to it shall not be voted directly or indirectly.

(c) To apply for, obtain, register, lease, purchase, or otherwise acquire, and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trademarks, trade names, patents, copyrights, formulas, inventions, improvements, and processes used in connection with or secured under letters patent of the United States of America, or elsewhere; to use, exercise, develop, grant licenses in respect of, or otherwise deal with any such trademarks, patents, licenses, processes and the like, or any such property or rights, and, further, to purchase, acquire, apply for, register, secure, hold, own, or sell, or otherwise dispose of any and all copyrights, trademarks, trade names, and distinctive marks.

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POLK COUNTY, FLORIDA

Articles of Incorporation of Polk County Real Estate Investors Association, Inc.

(d) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any of said undertakings; to have and exercise all of the rights and powers now or hereafter conferred by the laws of the state of Florida, and to do any and all of the things hereinbefore enumerated to the same extent as natural persons might or could do.

(e) The foregoing enumerated objectives, purposes, and powers of the Corporation are not intended and shall not be construed or held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and this Corporation shall have and exercise all other powers, rights, and privileges granted by the corporation laws of the State of Florida now in force, or any amendment or amendments thereto.

ARTICLE III. CAPITAL STOCK

The Authorized capital of this Corporation shall be 1,000 shares at no par value, to be known as common stock payable in lawful money of the United States of America, said stock to be fully paid and non-assessable. Said stock shall be issued in units of one share or multiples thereof.

Subject to the provisions of the corporation laws of the State of Florida, this Corporation may enter into contracts with any party, natural or otherwise, including its Stockholders, for or relating to the sale and/or purchase of any number of shares of the capital stock of this Corporation, whether then held by the Corporation or by its said Stockholders, on such terms and conditions as may be necessary, in the opinion of the Board of Directors of said Corporation, and to insure the success of any such contractual agreements, stock options, and stock purchase agreements by and between the Stockholders of the Corporation, and may make the capital stock of this Corporation subject to the terms and provisions of any such agreement or agreements, provided only that this Corporation shall not purchase or redeem any of its capital stock in such manner as to reduce the aggregate amount of the assets of this Corporation, at a fair and just valuation, below an amount sufficient to equal all outstanding and remaining capital stock of the Corporation, plus all other liabilities of the Corporation, and, provided further, that no such purchase or redemption shall operate as a reduction of the

Articles of Incorporation of Polk County Real Estate Investors Association, Inc.

number of shares which this Corporation is authorized to have outstanding, and, provided further, that such shares purchased or redeemed by this Corporation may be held in the treasury of the Corporation subject to re-issue for sufficient consideration by the Board of Directors of this Corporation.

All issued capital stock of this corporation shall at all times be subject to and held for the benefit of the Board of Directors, generally, by the shareholder or shareholders as Trustee(s) with fiduciary duties imposed upon the shareholder(s) equivalent to the duties of a Trustee of an express Trust in Florida.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is One Thousand and no/100ths Dollars (\$1,000.00).

ARTICLE V. TERM OF EXISTENCE

This Corporation shall commence existence upon execution, and exist perpetually.

ARTICLE VI. ADDRESS

The initial address of the principal office of this Corporation in the State of Florida is: c/o Law Offices of Mark F. Dahle, P.A., 5110 South Florida Avenue, Suite 105, Lakeland, Florida 33813. The mailing address of the Corporation in the State of Florida is: Post Office Box 90586, Lakeland, Florida 33804. The Board of Directors from time to time may move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This Corporation shall have at least one (1) director; however, the number of Directors may be increased or diminished from time to time by the By-Laws adopted by the initial Board of Directors. Note: All By-Laws must be approved by a majority of all members of the "Polk County Real Estate Investors Association". Upon an increase in the number of Directors, the additional directorships so created may be filled in the first instance in the same manner as a vacancy in the Board of Directors.

All corporate authority shall be vested in the Corporation's Board of Directors.

Articles of Incorporation of Polk County Real Estate Investors Association, Inc.

The members of "Polk County Real Estate Investors Association", who have no ownership rights in this Corporation, shall, by vote as authorized by the By-Laws, have the sole right to elect Directors to this corporation.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the first members of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas E. Williams	Post Office Box 2787 Lakeland, Florida 33806
Elizabeth L. Moss	P.O. Box 92745 Lakeland, Florida 33804
Gary McCreary	6340 Tocobega Drive Lakeland, Florida 33813
Margaret Kahn	Post Office Box 92745 Lakeland, Florida 33804
Nina E. Rehberg	311 Cresap Street Lakeland, Florida 33815
Charles R. Carpenter	320 WGTO Tower Road Polk City, Florida 33868

ARTICLE IX. SUBSCRIBERS

The names and post office addresses of the Incorporator and Subscriber to the Articles of Incorporation and the Subscribers to the capital stock with the number of shares of stock each agrees to take are as follows:

NAMES AND ADDRESS	NO. OF SHARES
Thomas E. Williams Post Office Box 2787 Lakeland, Florida 33806	1,000
Elizabeth L. Moss P.O. Box 92745 Lakeland, Florida 33804	-0-

ARTICLE X. VOTING RIGHTS FOR SHAREHOLDERS

1.0. Majority Quorum Provision. At all shareholders' meetings, including any adjournments thereof, the presence in person or by proxy of holders of fifty (50%) percent of the outstanding shares of stock entitled to vote on matters properly brought before the meeting shall be necessary to constitute a quorum.

2.0. Required Vote. The affirmative vote of the holders of fifty (50%) percent of all the outstanding shares entitled to vote thereon shall be required for approval of the following corporate actions:

- a. Amendment of the Articles of Incorporation;
- b. Amendment of the Bylaws; Note: All By-Laws must be approved by a majority of all members of the "Polk County Real Estate Investors Association";
- c. Merger, consolidation, or share exchange;
- d. Sale, lease, or exchange of more than fifty (50%) percent of the property or assets of the Corporation whether in the regular course of business or other than in the regular course of business; or
- e. Dissolution of the Corporation.

Articles of Incorporation of Polk County Real Estate Investors Association, Inc.

3.0 Board of Directors Control. All decisions of the shareholders shall be subject to and under the direction and control of the Board of Directors.

ARTICLE XI. PREEMPTIVE RIGHTS

The holders of outstanding common shares of the Corporation shall have no, preemptive rights to acquire unissued shares of the Corporation, whether now or hereafter authorized.

ARTICLE XII. CUMULATIVE VOTING FOR DIRECTORS

Shareholders shall have no right of cumulative voting for directors.

ARTICLE XIII. VOTING RIGHTS FOR DIRECTORS

1.0. Majority Quorum Provision. At all meetings of the Board of Directors, including any adjournment thereof, the presence in person, or by any means of communication by which all directors participating may simultaneously hear each other, of fifty-five (55%) percent of the Directors shall be necessary to constitute a quorum.

2.0. Supermajority Voting Requirement.

The affirmative vote of two-thirds (2/3) of the full Board of Directors shall be required for approval of the following corporate actions:

- a. Amendment of the Articles of Incorporation;
- b. Amendment of the Bylaws; Note: All By-Laws must be approved by a majority of all members of the "Polk County Real Estate Investors Association";
- c. Merger, consolidation, or share exchange;
- d. The election and any change in the title, duties, salary, or other compensation of an Executive Officer and the removal of any Executive Officer.

ARTICLE XIV. DUPLICATE CERTIFICATES

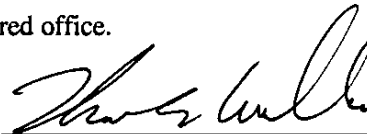
Duplicate certificates of stock may be issued pursuant to this charter for such stock as may have been lost or destroyed, together with a bond of indemnity with satisfactory security as determined by the Board of Directors of the Corporation, conditioned upon loss in consequence of issue of said duplicate certificate.

ARTICLE XV. AMENDMENT

These Articles of Incorporation may be amended from time to time in the manner provided by law. Every amendment will be approved by the Board of Directors, and approved at a Directors' meeting by a two-thirds (2/3) majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI. REGISTERED AGENT AND OFFICE

In compliance with Chapters 48 and 607, Florida Statutes, Polk County Real Estate Investors Association, Inc. does hereby designate Mark F. Dahle of Law Offices of Mark F. Dahle, P. A. as its registered agent, and the office of the Corporation located at Law Offices of Mark F. Dahle, P.A., 5110 South Florida Avenue, Suite 105, Lakeland, Florida 33813 as its registered office.



THOMAS E. WILLIAMS
INCORPORATOR



ELIZABETH L. MOSS
INCORPORATOR

SEAL OF STATE
TALLAHASSEE, FLORIDA

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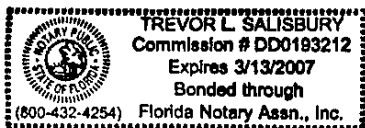
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Articles of Incorporation of Polk County Real Estate Investors Association, Inc.

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 2nd day of January, 2007, by THOMAS E. WILLIAMS and ELIZABETH L. MOSS, the persons named in the foregoing Articles of Incorporation as Incorporators and Subscribers.



Trevor L. Salisbury
Name: Trevor L. Salisbury
Notary Public, State of Florida
My Commission Expires:

ACKNOWLEDGMENT:

Having been named as registered agent of the foregoing Polk County Real Estate Investors Association, Inc., I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects.

Mark F. Dahle
Mark F. Dahle

C3920.05

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA