

P07000032154

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900092018999

03/12/07--01044--013 **87.50

2007 MAR 12 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

C-8.3-13

COVER LETTER

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

SUBJECT: _____

ORANGE TITLE SERVICES CORP.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: _____

JENNIFER WESTERLUND
Name (Printed or typed)

3326 JUNIPER LANE
Address

DAVIE, FL 33330
City, State & Zip

954 253 7048
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

ORANGE TITLE SERVICES CORP.

FILED
2007 MAR 12 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida (Florida Statutes Chapters 607 and 621) , do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation formed hereby shall be:

ORANGE TITLE SERVICES CORP.

ARTICLE II
ADDRESS

The principal place of business and mailing address of the corporation shall be:

The Crexent Business Centers
12555 Orange Drive, Suite 268
Davie, Florida 33330
U.S.A.

ARTICLE III
PURPOSE

The purpose for which this corporation is organized is to engage in, conduct and carry on as a title insurance agency, providing title insurance, escrow and settlement/closing services, and to engage in any lawful activity or to transact any lawful business permitted under the Florida Business Corporation Act.

ARTICLE IV
SHARES

The total authorized capital stock of this corporation shall consist of fifty thousand (50,000) shares of common stock, par value on cent (US\$0.01) per share. No shares of

authorized capital stock of this corporation shall be issued or transferred to anyone other than an individual who is duly licensed by the Department of Financial Services in the State of Florida as a title insurance agent and/or agency, and who is principally engaged in the business of this corporation.

ARTICLE V
CORPORATE EXISTENCE

This corporation shall commence its existence on March 15, 2007, and shall exist perpetually, unless sooner dissolved according to law.

ARTICLE VI
DIRECTORS

This corporation shall have at least one (1) director initially. The shareholders may, from time to time, and at any time, raise or lower the number of directors of this corporation by so providing in the Bylaws of the corporation or by amending the Bylaws of the corporation, provided that there shall always be at least one (1) director and said director need not be a citizen of the United States of America.

ARTICLE VII
REGISTERED AGENT AND REGISTERED OFFICE

The registered agent and registered office of the corporation shall be:

Jennifer D. Westerlund, P.A.
The Crexent Business Centers
12555 Orange Drive, Suite 268
Davie, Florida 33330

The Board of Directors may, from time to time, move the registered office to any other address to which it deems pertinent in the interest of the Corporation.

ARTICLE VIII
INCORPORATOR

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

Jennifer Westerlund
3326 Juniper Lane
Davie, Florida 33330

ARTICLE IX
NO PRE-EMPTIVE RIGHTS

The shareholders shall have no preemptive rights. No holder of stock of any class of this corporation (or any subscriber) shall be entitled as of right, merely because of the status as a shareholder, to purchase any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the following, including but not limited to, authorized capital stock of the corporation, bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right to purchase stock of the corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firm, corporation, entity or association, and upon such terms as the Board of Directors may, in its absolute discretion, determine, without offering to the shareholders then of record, of any class, any thereof, on the same terms or on any terms, with all preemptive or preferential right of purchase of every kind being waived by each and every shareholder.

ARTICLE X
BYLAWS

The Bylaws may be amended from time to time by either the shareholders or the directors.

ARTICLE XI
VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power over any, or all, of the capital stock of this corporation owned by such shareholder.

ARTICLE XII
DIRECTOR AND OFFICER INDEMNIFICATION

Each director and officer of this corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon them in connection with or arising out of any claim, demand, action, suit or proceeding in which he or she may be involved or to which he or she may be made a party by reason of his or her being or having been a director or officer of the corporation, said expenses to include attorneys' fees and the costs of reasonable settlement made with a view to curtailment of litigation, except in relation to matters as to which he or she finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of this duty as such officer or director, or breach in his or her duty of

loyalty to the corporation. Said costs and expenses may be advanced by the corporation to the officer or director.

ARTICLE XIII

AFFILIATED TRANSACTIONS

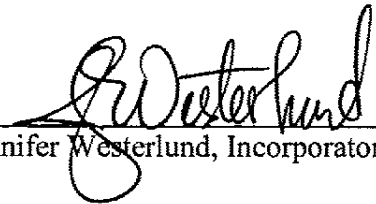
This corporation expressly elects not to be governed by the provisions of Florida Statutes Chapter 607.0901. A director or officer of the corporation shall not be disqualified by virtue of his or her office from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a shareholder, officer or director is in any way interested in such transaction or contract, no director or officer shall be liable to account to the corporation for any profits realized by, from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he or she, or any firm or entity of which any director or officer is a member, or any corporation of which any director or officer is a shareholder, officer or director or in any way interested in such transaction or contract, nor shall any director or officer be liable to account to the corporation for any profits realized by, from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member or any corporation of which he or she is a shareholder, officer or director interested in such transaction or contract. Said interested officer or director of this corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if they were not so interested. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

ARTICLE XIV

VACANCY ON THE BOARD OF DIRECTORS

Vacancies on the Board of Directors may only be filled by a vote of the then remaining directors, or if no directors are then remaining, by a vote of the majority of the shareholders.

I, the undersigned, being the Incorporator of these Articles of Incorporation, for the purpose of forming a corporation do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, hereunto set my hand and seal this 5th day of March, 2007.



Jennifer Westerlund, Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND
REGISTERED OFFICE WITHIN THE STATE OF FLORIDA**

Pursuant to the provisions of Florida Statutes Chapter 608.415, the following is submitted:

Orange Title Services Corp. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Davie in the State of Florida, has named Jennifer D. Westerlund, P.A., located at The Crexent Business Centers, 12555 Orange Drive, Suite 268, Davie, Florida 33330, as its agent to accept service of process within the State of Florida.



Jennifer Westerlund, Incorporator




Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 the 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 as provided in Florida Statutes Chapter 608.



Jennifer D. Westerlund, P.A.



Date

FILED
2007 MAR 12 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT AGREEMENT
for
ORANGE TITLE SERVICES CORP.

FILED
2007 MAR 12 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT, is made by and between Jennifer D. Westerlund, P.A.. and ORANGE TITLE SERVICES CORP., a Florida for profit corporation.

WITNESSETH:

In consideration of the mutual covenants set forth below, the parties hereto agree as follows:

Appointment. Principal hereby appoints Jennifer D. Westerlund, P.A. as Principal's Registered Agent in the State of Florida and Jennifer D. Westerlund, P.A. hereby accepts such appointment subject to the terms and conditions set forth below.

1. Duties of Registered Agent. Jennifer D. Westerlund, P.A.'s duties hereunder as Registered Agent shall be limited to those required by Florida law, including that upon the receipt of service of process, Jennifer D. Westerlund, P.A. shall forward the served document or documents to Principal.*/ However under no circumstances shall Jennifer D. Westerlund, P.A. have the duty to defend or arrange for the defense of Principal as to any lawsuit or other legal proceeding. (PRINCIPAL MUST MAKE ITS OWN ARRANGEMENTS FOR LEGAL REPRESENTATION.)

2. Compensation. Principal agrees to reimburse Jennifer D. Westerlund, P.A. for its out-of-pocket costs (including, but not limited to, postage, telephone, photocopy, telex and courier charges) incurred in the performance of her duties hereunder.

3. Resignation. Jennifer D. Westerlund, P.A. may resign effective thirty (30) days after written notice to Principal whenever Jennifer D. Westerlund, P.A., within her sole discretion, determines she can no longer effectively serve as Registered Agent hereunder.

4. Indemnification. Principal agrees to indemnify Jennifer D. Westerlund, P.A. and hold her harmless from any and all claims, liabilities, actions, suits or proceedings at law or equity, or any other expenses, fees or charges of any character or nature, which she may incur or with which she may be threatened by reason of acting as Registered Agent hereunder, and in connection therewith, to indemnify Jennifer D. Westerlund, P.A. against any and all expenses, including attorneys' fees and the cost of defending any action, suit or proceeding or resisting any claim by reason of acting as Registered Agent hereunder.

5. Notices. Notices of delivery of process or any other communication hereunder shall be sent by first class mail to the addresses below, or in the case of notification sent

to Principal, to any other address of Principal contained in the files of Jennifer D. Westerlund, P.A., and are considered made upon personal delivery or mailing as the case may be. Changes to the addresses below shall be made in writing to Jennifer D. Westerlund, P.A. at the address below by certified mail, return receipt requested, or by other means for which a written record of receipt is provided.

If to Principal:

Orange Title Services Corp.
The Crexent Business Centers
12555 Orange Drive, Suite 268
Davie, Florida 33330

If to Registered Agent

Jennifer D. Westerlund, P.A.
The Crexent Business Centers
12555 Orange Drive, Suite 268
Davie, Florida 33330

6. Entire Agreement. This Agreement constitutes the entire understanding and agreement between the parties hereto with respect to the subject matter hereof, and there are no agreements, understandings, restrictions, representations or warranties between the parties other than those set forth or provided for herein.


7. General.

a. This Agreement may not be modified or amended except by a writing executed by the parties hereto. The conduct of the parties without such written amendment shall in no event constitute a modification hereof.

b. This Agreement shall be interpreted, construed and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have hereunto executed this Registered Agent Agreement this 24th day of March, 2007.


Jennifer D. Westerlund, P.A.
as Registered Agent


ORANGE TITLE SERVICES CORP.
as Principal
By: Sigurd Westerlund

*/RICO DISCLOSURE: PURSUANT TO FLORIDA STATUTE CHAPTER 607.325(2) UPON SUBPOENA FROM THE DEPARTMENT OF LEGAL AFFAIRS (STATE OF FLORIDA) THE REGISTERED AGENT MAY BE REQUIRED TO DISCLOSE INFORMATION RELATING TO IDENTITY AND ADDRESS OF PAST AND PRESENT ACTUAL AND BENEFICIAL SHAREHOLDERS, OFFICERS AND DIRECTORS OF PRINCIPAL AS WELL AS THE IDENTITY AND ADDRESS OF THOSE PERSONS PROVIDING INFORMATION TO SUCH REGISTERED AGENT.