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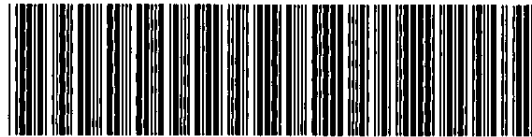
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J. Shivers APR 02 2007

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Preella K. Wallace, P.A.*

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☒ Annual Report / Reinstatement

☐ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

Courier

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**ARTICLES OF INCORPORATION**

**OF**

**PRECELLA K. WALLACE, P.A.**

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I, THE UNDERSIGNED HEREBY ACTING AS INCORPORATOR FOR THE PURPOSE OF FORMING A PROFESSIONAL SERVICE CORPORATION FOR PROFIT, UNDER THE LAWS OF THE STATE OF FLORIDA. BY VIRTUE OF THE PROVISIONS OF CHAPTERS 621 AND 607, FLORIDA STATUTES, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

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**ARTICLE I: NAME**

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The name of this corporation is **PRECELLA K. WALLACE, P.A.**

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**ARTICLE II: PURPOSE**

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This corporation is organized for the following purposes:

1. To engage in every aspect of real estate brokering and/or sales and all of its fields of specialization as are engaged in by real estate brokers in this state.
2. To engage and render the professional service involved only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

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4. To own real and personal property necessary for the rendering of professional services hereby authorized.

5. To engage in no other business other than rendering of the professional services herein specified.

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### **ARTICLE III: CAPITAL STOCK**

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The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock of One Dollar and 00/100 (\$1.00) Dollar per share par value. Shares of the corporation's stock and certificates therefore shall be issued only to real estate brokers and salespersons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

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### **ARTICLE IV: DURATION**

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This corporation is to exist perpetually.

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### **ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT**

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The principal office of the corporation shall be located at 125 Lamara Way NE, St. Petersburg, Florida 33704.

The name and street address of the initial registered agent of the corporation in the State of Florida is:

**Jeffrey M. Lasman, Esquire  
Lasman Lawfirm, P.A.  
6152 Delancey Station Street, Suite 205  
Riverview, Florida 33569**

The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

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#### **ARTICLE VI: INITIAL BOARD OF DIRECTORS**

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This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have two (2) Directors, the names of which are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
<b>PRECELLA K. WALLACE</b>	125 Lamara Way NE St. Petersburg, Florida 33704

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#### **ARTICLE VII: OFFICERS**

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The name and addresses of the officers of this corporation are as follows:

<b><u>NAME AND OFFICE</u></b>	<b><u>ADDRESS</u></b>
<b>PRECELLA K. WALLACE</b> President Secretary Treasurer	125 Lamara Way NE St. Petersburg, Florida 33704

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**ARTICLE VIII: COMMENCEMENT OF CORPORATE EXISTENCE**

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The existence of this corporation shall commence upon filing with the Secretary of State's office.

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**ARTICLE IX: SEVERANCE AND TERMINATION OF EMPLOYMENT**

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If any officer, director, stockholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state, or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article XIII dealing with "Amendments." Should any amendment be effected with changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation, except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

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**ARTICLE X: RIGHTS OF STOCKHOLDER WHOSE  
INTEREST TERMINATES UNDER ARTICLE IX**

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If any stockholder of this corporation be required to terminate his or her financial interest in this corporation because of the application of Article IX, or the application of Chapter 621, Florida Statutes, and should these articles not be amended as provided in Article XIII the financial interest of such shareholders shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by him or her and any other amounts that are lawfully due and owing to him or her by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the By-Laws or Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

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**ARTICLE XI: INDEMNIFICATION**

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The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines

and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

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#### **ARTICLE XII: BY-LAWS**

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The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

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#### **ARTICLE XIII: AMENDMENT**

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The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

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#### **ARTICLE XIV: INCORPORATOR**

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The names and addresses of the Incorporators of this corporation are:

**NAME**

**ADDRESS**

**PRECELLA K. WALLACE**

125 Lamara Way NE  
St. Petersburg, Florida 33704



**IN WITNESS WHEREOF**, these Articles of Incorporation have been signed, as  
Incorporators, by: **PRECELLA K. WALLACE**.

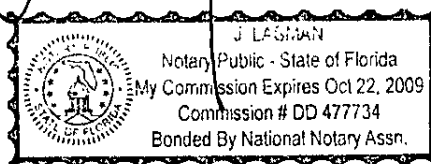
Dated this 21<sup>st</sup> day of March, 2007.

  
**PRECELLA K. WALLACE**

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of March, 2007, by **PRECELLA K. WALLACE**, who has produced a Florida Driver License as identification.

  
Jeffrey M. Lasman, Notary Public



**CERTIFICATE OF DESIGNATION REGISTERED  
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **PRECELLA K. WALLACE, P.A.**
2. The name and address of the registered agent and office is:

**Jeffrey M. Lasman, Esquire  
Lasman Lawfirm, P.A.  
6152 Delancey Station Street, Suite 205  
Riverview, Florida 33569**

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*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 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.*

  
\_\_\_\_\_  
**Jeffrey M. Lasman**

March 21, 2007  
(Date)