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GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS

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Page 1

((H07000101027 3)))

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FLORIDA PROFIT/NON PROFIT CORPORATION

Z House Realty Group of Central Florida, Inc.

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((H07000101027 3)))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
Z HOUSE REALTY GROUP OF CENTRAL FLORIDA, INC.

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME:

The name of this corporation is **Z HOUSE REALTY GROUP OF CENTRAL FLORIDA, INC.** (the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE:

The principal office and street address of the Corporation is 14760 Tanja King Blvd., Orlando, Florida 32828.

ARTICLE III - GENERAL PURPOSE:

The Corporation is organized (i) to act as a principal, agent, or broker, and on commission or otherwise: to buy, sell, exchange, lease, let, grant, or take licenses in respect of, improve, develop, repair, manage, maintain, and operative real property of every kind, corporeal and incorporeal, and every kind of estate, right, or interest therein or pertaining thereto; and, (ii) any and all lawful business authorized in connection therewith or pursuit thereof and not prohibited by the Florida Business Corporation Act as the same may be amended from time to time.

ARTICLE IV - CAPITAL STOCK:

- A. *Authorized Shares.* The Corporation is authorized to issue one hundred thousand (100,000) shares of voting capital stock and one hundred thousand (100,000) shares of non-voting capital stock, all of which shall be designated common voting or common non-voting shares, as the case may be, with no par value. The directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.
- B. *Relative Rights and Preferences.* The relative rights, privileges, and limitations of the common voting and common non-voting shares shall be in all respects identical, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the common voting shares and, except as otherwise required by law, the holders of the common non-voting shares shall not have any voting power or be entitled to receive any notice of meetings of shareholders. The provisions of this Article IV, Section B, are intended to comply with the provisions of Sec. 1361, et seq., of the Internal Revenue Code of 1986, as the same may be amended from time to time, permitting only a single class of stock, but providing for non-voting shares and shall be interpreted in accordance therewith.
- C. *Pre-emptive Rights.* The shareholders of common voting and common non-voting shares shall have the preemptive right to subscribe for and purchase their proportionate share of additional stock of the type which they may then be holders of, if any shall be issued by the Board of Directors; provided however, that such preemptive right shall be exercisable only upon such terms and conditions as may be prescribed by the Board of Directors; and, provided further, that stock of both types may be issued for property without first offering the same for subscription to the shareholders.

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ARTICLE V - INITIAL BOARD OF DIRECTORS:

- A. The Corporation shall have one (1) director initially.
- B. The number of directors of the Corporation may be increased or decreased from time to time pursuant to bylaws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial member of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

JANICE M. ZIESIG

14760 TANJA KING BLVD.
ORLANDO, FLORIDA 32828

- D. Only individuals who are licensed as real estate brokers and permitted to serve as a director or officer pursuant to Section 475.01, et seq., Florida Statutes, shall be directors or officers of the Corporation.

ARTICLE VI - OFFICERS:

The names and addresses of the initial officers of the Corporation are:

President

JANICE M. ZIESIG
14760 TANJA KING BLVD.
ORLANDO, FLORIDA 32828

Secretary/Treasurer

JANICE M. ZIESIG
14760 TANJA KING BLVD.
ORLANDO, FLORIDA 32828

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT:

The name and street address of the initial registered agent of the Corporation is:

DUDLEY Q. SHARP, JR.

369 N. New York Ave., 3rd Floor
Winter Park, Florida 32789

ARTICLE VII - INCORPORATOR:

The name and address of the Incorporator of the Corporation is:

DUDLEY Q. SHARP, JR.

369 N. New York Ave., 3rd Floor
Winter Park, Florida 32789

ARTICLE IX - BY-LAWS:

The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X - DURATION:

The Corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE XI - INDEMNIFICATION:

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

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(((H07000101027 3)))

ARTICLE XII - AMENDMENT:

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Winter Park, Florida, this 17th day of April, 2007.

INCORPORATOR:


DUDLEY Q. SHARP, JR.**ACCEPTANCE OF REGISTERED AGENT:**

Having been named as registered agent to accept service of process for the Corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

REGISTERED AGENT:


DUDLEY Q. SHARP, JR.

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