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CAPITAL CONNECTION, INC.

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Assurance Real Estate
Fund, Inc

- ☒ 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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Date

Time

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**ARTICLES OF INCORPORATION
OF
ASSURANCE REAL ESTATE FUND, INC.**

**ARTICLE I
NAME AND PRINCIPAL ADDRESS**

The name of the corporation is Assurance Real Estate Fund, Inc., and the principal address and principal place of business is 28960 U. S. Hwy 19 North, Suite 103, Clearwater, Florida 33761.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The address of its registered office in the State of Florida is c/o STEVEN W. MOORE, P.A., 8200 Bryan Dairy Road, Suite 300, in the City of Largo, County of Pinellas, Florida 33777. The name of its registered agent at such address is Steven W. Moore.

**ARTICLE III
PURPOSE**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES OF STOCK**

The total number of Class A shares of common stock which the corporation is authorized to issue is Ten Million (10,000,000) and the par value of each of such share is .0001 amounting in the aggregate to One Thousand Dollars (\$1,000.00). The corporation is authorized to issue Five Million (5,000,000) shares of Preferred Stock without par value.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock as Preferred Stock of one or more series and in connection with the creation of any such series to fix by the resolution or resolutions providing for the issue of those shares the designation, powers, preferences, and relative, participating, optional, or other special rights of that series, and the qualifications, limitations, or restrictions of that series. Such authority of the Board of Directors with respect to each such series shall include, but not be limited to, the determination of the following:

(a). the distinctive designation of, and the number of shares comprising, that series, which number may be increased (except where otherwise provided by the Board of Directors in creating that series) or decreased (but not below the number of shares of that series then outstanding) from time to time by like action of the Board of Directors;

(b). the dividend rate or amount for that series, the conditions and dates upon which those dividends shall be payable, the relation which those dividends shall bear to the dividends payable on any other class or classes or any other series of any class or classes of stock, and whether the dividends shall be cumulative, and if so, from which date or dates for that series;

(c). whether or not the shares of that series shall be subject to redemption by the Company and the times, prices, and other terms and conditions of such redemption;

(d). whether or not the shares of that series shall be subject to the operation of a sinking fund or purchase fund to be applied to the purchase or redemption of those shares and if such a fund be established, its amount and the terms and provisions relative to its application;

(e). whether or not the shares of that series shall be convertible into or exchangeable for shares of any other class or classes, or of any other series of any class or classes, of stock of the Company and if provision be made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of that conversion or exchange;

(f). whether or not the shares of that series shall have voting rights, in addition to the voting rights provided by law, and if they are to have such additional voting rights, the extent of those rights;

(g). the rights of the shares of that series in the event of any liquidation, dissolution, or winding up of the Company or upon any distribution of its assets; and

(h). any other powers, preferences, and relative, participating, optional, or other special rights of the shares of that series, and qualifications, limitations, or restrictions of that series, to the full extent now or in the future permitted by law and not inconsistent with the provisions of this Certificate.

All shares of any one series of Preferred Stock shall be identical in all respects except as to the dates from which dividends on that Preferred Stock shall be cumulative. All series of the Preferred Stock shall rank equally and be identical in all respects except as otherwise provided in the resolution or resolutions providing for the issue of any series of Preferred Stock.

Whenever dividends upon the Preferred Stock at the time outstanding, to the extent of the preference to which that stock is entitled, shall have been paid in full or declared and set apart for payment for all past dividend periods, and after the provisions for any sinking or purchase fund or funds for any series of Preferred Stock shall have been complied with, the Board of Directors may declare and pay dividends on the Common Stock, payable in cash, stock, or otherwise, and the holders of shares of Preferred Stock shall not be entitled to share in those dividends, subject to the provisions of the resolution or resolutions creating any series of Preferred Stock.

In the event of any liquidation, dissolution, or winding up of the Company or upon the distribution of the assets of the Company, all assets and funds of the Company remaining, after the payment to the holders of the Preferred Stock of the full preferential amounts to which they shall be entitled as provided in the resolution or resolutions creating any series of Preferred Stock, shall be divided and distributed among the holders of the Common Stock ratably, except as may otherwise be provided in any such resolution or resolutions. Neither the merger or consolidation of the Company with another corporation nor the sale or lease of all or substantially all the assets of the Company shall be deemed to be a liquidation, dissolution, or winding up of the Company or a

distribution of its assets.

Except as otherwise required by law or provided by a resolution or resolutions of the Board of Directors creating any series of Preferred Stock, the holders of Common Stock shall have the exclusive power to vote and shall have one vote in respect of each share of such stock held and the holders of Preferred Stock shall have no voting power whatsoever. Except as otherwise provided in such a resolution or resolutions, the authorized shares of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the outstanding shares of stock of the Company entitled to vote.

ARTICLE V **BOARD OF DIRECTORS**

The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation. The names and mailing addresses of each person who is to initially serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Peter R. Lazzari	28960 U. S. Hwy 19 North, Suite 103 Clearwater, Florida 33761
Kevin R. Smith	28960 U. S. Hwy 19 North, Suite 103 Clearwater, Florida 33761

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.

ARTICLE VI **AMENDMENTS**

The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

ARTICLE VII **INCORPORATOR**

The incorporator is Steven W. Moore, whose mailing address is c/o STEVEN W. MOORE, P.A., 8200 Bryan Dairy Road, Suite 300, Largo, Florida 33777.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation

under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 2nd day of October, 2007.

By: 

Steven W. Moore, Esquire
Incorporator

Acknowledgment of Registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By: 

Steven W. Moore, Esquire
Registered Agent

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