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07 OCT 30 PM 4:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KS

10/31/07

## COVER LETTER

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

**SUBJECT:** C & A Real Property Holdings Inc.

(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: RJS Law Group  
Name (Printed or typed)

240 Apollo Beach Blvd  
Address

Apollo Beach FL 33572  
City, State & Zip

813-641-0010  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
Of**

***C & A Real Property Holdings Inc.***  
***(a for profit organization)***

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned person(s), acting as incorporator(s) of a for profit corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is: C & A Real Property Holdings Inc.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address and telephone of the corporation's initial principal office is:

240 Apollo Beach Blvd  
Apollo Beach, Florida 33572

**ARTICLE III  
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The address of the corporation's initial registered office and the name of its initial registered agent at such address is

RJS Law Group  
Attn: Rolando J. Santiago Esq.  
240 Apollo Beach Blvd  
Apollo Beach, FL 33572

## **ARTICLE V PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

## **ARTICLE VI DIRECTORS**

The title, name and residence address of the persons constituting the initial board of directors are:

- Chris O'keefe, President, 240 Apollo Beach Blvd, Apollo Beach, FL 33572

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual or such special meeting at which directors are to be elected.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VIII OTHER PROVISIONS**

*Preemptive Rights.* The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

*Director or Officer Interest.* In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this

corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation may, but is not required to have a corporate seal.

#### Certification

THE UNDERSIGNED DO HEREBY CERTIFY, I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Incorporator:

Christopher O'Keefe  
By: Christopher O'Keefe  
240 Apollo Beach Blvd  
Apollo Beach, FL 33572  
Tel: 813-641-0010

10/18/07

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### CERTIFICATE OF REGISTERED AGENT

I HEREBY CERTIFY that having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Sign: [Signature]

Print Name: Mr. Rolando A. Santiago Esq.  
240 Apollo Beach Blvd  
Apollo Beach, FL 33572  
Tel: 813-641-0010