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Florida Department of State  
Division of Corporations  
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From:  
Account Name : JOHN R. GREEN, P.A.  
Account Number : 120040000174  
Phone : (850) 215-3610  
Fax Number : (850) 215-3612

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Avalon Real Property, Inc.**

Certificate of Status	1
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Florida Dept of State



November 29, 2007

JOHN R. GREEN, P.A.

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SUBJECT: AVALON REAL PROPERTY, INC.  
REF: W07000057660

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The document must state the number of shares of authorized stock.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis  
Regulatory Specialist II  
New Filing Section

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**ARTICLES OF INCORPORATION  
OF  
AVALON REAL PROPERTY, INC.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a Corporation, under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the Corporation.

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The name of the Corporation shall be **Avalon Real Property, Inc** and its mailing address and principal office and shall be located at **24 W 8<sup>th</sup> Street, Panama City, County of Bay, State of Florida**, but it shall have the power and authority to establish branch offices at any other place or places as the Directors may designate.

**ARTICLE II  
PURPOSES AND POWERS**

In addition to the powers and authorized by the laws of the State of Florida for Corporation, the general nature of the business or businesses to be transacted, and which the Corporation is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Corporation is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and properly so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

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5. To exercise all or any of the Corporation powers, and to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of Corporation for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this Corporation, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Corporation to carry on any business, exercise any power, or do any act which is Corporation may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III EXERCISE OF POWERS**

All Corporation powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of, the Directors of this Corporation. This Article may be amended from time to time in the regulations of the Corporation by a unanimous vote of the Directors of the Corporation.

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#### **ARTICLE IV DIRECTORS**

Directors of this Corporation are reserved to whose names and addresses are as follows:

<b>NAME:</b>	<b>ADDRESS:</b>
John R. Green	24 W 8 <sup>th</sup> Street, Panama City, FL 32401
Teresa M. Helms	24 W 8 <sup>th</sup> Street, Panama City, FL 32401

#### **ARTICLE V DIRECTOR RESTRICTIONS**

Directors shall have the right to admit new Directors of unanimous consent. Contributions required of new Directors by unanimous consent. Contributions required of new Directors shall be determined as of the time of admission to the Corporation.

A Director's interest in the Corporation may not be sold or otherwise transferred except with the unanimous written consent of all Directors.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Director, or the occurrence of any other event that terminates the continued Directorship of a Director in the Corporation, the remaining Directors shall have the right to continue the business on a unanimous consent of the remaining Directors.

#### **ARTICLE VI CAPITAL CONTRIBUTIONS**

Capital Contributions in the amount of \$1,000.00 cash shall be paid to the Corporation by the Directors in equal shares; there are 100 shares of stock. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the Directors. Directors will make contributions in equal shares.

#### **ARTICLE VII PROFITS AND LOSSES**

(a) Profit Sharing. The Directors shall be entitled to the net profits arising from the operation of the Corporation business that remain after the payment of the expenses of conducting the business of the Corporation. Each Director shall be entitled to an equal distributive share of

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profits. The distributive share of the profits shall be determined and paid to the members as of December 31st of each year.

(b) Losses. All losses that occur in the operation of the Corporation business shall be paid out the capital of the Corporation and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

#### **ARTICLE VIII DURATION**

This Corporation shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### **ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT AND INCORPORATOR**

The address of the initial registered office of the Corporation is 24 W 8<sup>th</sup> Street, Panama City, County of Bay, State of Florida, and the name of the company's initial registered agent at that address is John R Green, P.A.

The undersigned, being the original members of the Corporation, certify that this instrument constitutes the proposed Articles of Organization of ~~Avalon Real Property, Inc.~~

Executed by the undersigned on this 15<sup>th</sup> day of November, 2007.

By: 

John R. Green

Its Registered Agent and Its Incorporator

#### **STATEMENT OF DESIGNATING REGISTERED AGENT AND OFFICE**

**STATE OF FLORIDA  
COUNTY OF BAY**

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Corporation Act, the Corporation identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

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The name of the Corporation is **Avalon Real Property, Inc.,**

The name of the registered agent for **Avalon Real Property, Inc.,** is **John R. Green,** and the street address of the company's principal office where the agent is located is **24 W 8<sup>th</sup> Street, Panama City, Florida, 32401.**

This statement is to acknowledge that, as indicated above Company Name has appointed Registered Agent Name as its registered agent to accept service of process for the company at the place designated above this certificate. I accept this 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.

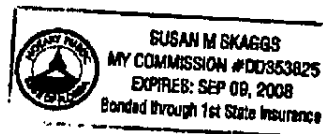
  
John R. Green  
It's Registered Agent

**STATE OF FLORIDA  
COUNTY OF BAY**

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **John R. Green,** who are personally known to me to be the person described in and who executed the foregoing instrument or who produced a Florida Driver's License as identification, and who after having taken an oath, acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last aforesaid this 15<sup>th</sup> day of November, 2007.

  
NOTARY PUBLIC



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