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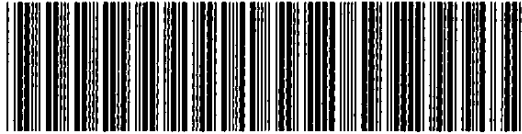
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## COVER LETTER

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

SUBJECT: Baker Insurance Agency, 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: Tax Accounting & Financial Associates, Inc.  
Name (Printed or typed)

809 Walkerbilt Road, Suite 5  
Address

Naples, FL 34110  
City, State & Zip

239-591-4334  
Daytime Telephone number

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

## **TAX, ACCOUNTING & FINANCIAL ASSOCIATES**

November 27, 2007

Department of State - Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Request for Simultaneous Transaction  
Baker Insurance Agency, Inc. (name change)  
Charter #: P00000024820  
&  
Baker Insurance Agency, Inc.  
New Florida For Profit Corporation

We are the tax accountants and Power of Attorney for the above names entities. Please find enclosed the following **to be processed in the following order:**

**1)** Amended Articles of Incorporation for Baker Insurance Agency, Inc. which changes the name to:

Gerald Baker Insurance Agency, Inc.

**2)** New Articles of Incorporation for the now available name of:

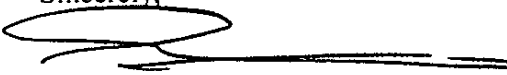
Baker Insurance Agency, Inc.

**both of the above should be effective January 1, 2008.**

Fees in the amount of \$43.75 for the amendment and \$78.75 for the new corporate filing (including a request for a certified copy for each transaction) are enclosed.

Please contact our office if additional information is needed. Expedited attention would be appreciated. Thank you.

Sincerely,



Thomas Wanderon, E.A. & P.O.A.

TW/lc

**ARTICLES OF INCORPORATION**

**OF**

**Baker Insurance Agency, Inc.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation, under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is **Baker Insurance Agency, Inc.** and its principal office and mailing address is: **267 North Collier Blvd., Suite G, Marco Island, FL 34145.**

**ARTICLE II - NATURE**

The nature of the business to be transacted by this corporation is:  
**INSURANCE AGENCY.** To erect dwellings, apartment houses and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks, cemeteries and playgrounds. To buy sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved; and any right or interest therein.

To manufacture, purchase, or otherwise acquire and to own, mortgage,

pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking business, safe deposit trust, insurance, surety, express, railroad, canals, telegraph or telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, execute mortgages, and transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by other corporation, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock. To purchase its own capital stock from earned surplus.

To engage and deal with the directors of this corporation or its officers in contracts or otherwise, and in the absence of fraud, no director or officer of this corporation shall be disqualified from arms length transaction with this corporation.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: FIVE-HUNDRED (-500-) having a \$1.00 Par value. The consideration to be paid for each share shall be in money, property or services as determined by the Board of Directors.

### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

### **ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE VI - ADDRESS**

The street address if the initial registered office of this corporation shall be: 809 WALKERBILT ROAD, SUITE 5, NAPLES, FL 34110 and the name of its initial registered agent at such address is: **THOMAS WANDERON** The Board of Directors may from time to time move the registered office to any other address in Florida.

## **ARTICLE VII - DIRECTORS**

This corporation shall have ONE director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by its stockholders, but shall never be less than one.

## **ARTICLE VIII - INITIAL DIRECTORS**

### **NAME**

### **ADDRESS**

W. Troy Baker, President

267 North Collier Blvd., Suite G

Marco Island, FL 34145

## **ARTICLE IX - SUBSCRIBERS**

### **NAME AND ADDRESS**

### **CONSIDERATION**

### **SHARES**

W. Troy Baker, President

267 North Collier Blvd., Suite G

Marco Island, FL 34145

\$500.00

500

## **ARTICLE X - EFFECTIVE DATE**

This corporation is to be effective and begin operation on **January 1, 2008**. The corporation will not carry on any business activity until the stated date.

## ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

W. Troy Baker SEAL

State of Florida

County of Collier

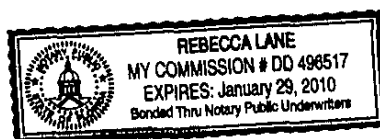
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **W. Troy Baker** to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS MY hand and seal this 19<sup>th</sup> day of November,

2007.

My commission expires:

Rebecca Lane  
Notary Public - State of Florida at Large





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED:

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST THAT **Baker Insurance Agency, Inc.** DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MARCO ISLAND,  
STATE OF FLORIDA, HAS NAMED **THOMAS WANDERON** LOCATED AT 809  
WALKERBILT ROAD, SUITE 5, NAPLES, FLORIDA, 34110, AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNED: W. T. Baker

TITLE: PRESIDENT

DATE: November 18, 2007

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR  
THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I  
FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES  
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES.

SIGNED: [Signature]

DATED: 11-18-07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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