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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

107-1446

KEVIN T. WELLS, ESQ.
DAVID C. MEYER, ESQ., L.L.M.*

22 S. LINKS AVENUE SUITE 301
SARASOTA, FL 34236
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THE LAW OFFICES OF
KEVIN T. WELLS, P.A.

CONDOMINIUM, HOMEOWNER,
COOPERATIVE, MASTER
AND COMMUNITY ASSOCIATIONS
CIVIL LITIGATION

*LLM - REAL PROPERTY
AND LAND DEVELOPMENT

December 26, 2007

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

Via Overnight Courier

Re: Articles of Incorporation
Longboat Key CDM Realty, Inc.
Your Reference No. W07000060640

Dear Sir or Madame:

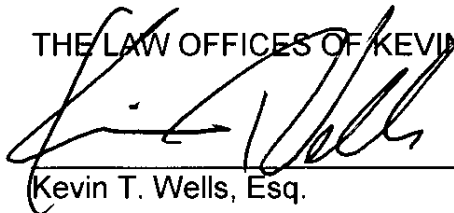
This is in response to your letter to me dated December 14, 2007 (Letter Number 207A00070155).

Enclosed for filing with your office is the Articles of Incorporation of LONGBOAT KEY CDM REALTY, INC. It appears you have retained my firm check previously sent to you in the amount of \$78.75 for the filing fee and to obtain a *certified copy* of the Articles of Incorporation we sent for Casa Del Mar Realty, Inc., which name is unavailable. Please use that check for this filing fee.

If you have any questions or need further information regarding the formation of this corporation, please do not hesitate to contact me.

Very truly yours,

THE LAW OFFICES OF KEVIN T. WELLS, P.A.



(Kevin T. Wells, Esq.)

KTW/elp
Enclosures

KEVIN T. WELLS, ESQ.
DAVID C. MEYER, ESQ., L.L.M.*

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CONDOMINIUM, HOMEOWNER,
COOPERATIVE, MASTER
AND COMMUNITY ASSOCIATIONS
CIVIL LITIGATION

*LLM - REAL PROPERTY
AND LAND DEVELOPMENT

December 13, 2007

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

Via Overnight Courier

Re: Articles of Incorporation
Casa Del Mar Realty, Inc.

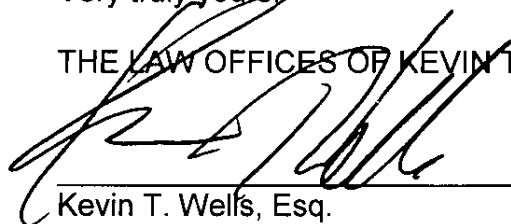
Dear Sir or Madame:

Enclosed for filing with your office are the Articles of Incorporation of CASA DEL MAR REALTY, INC. Also enclosed is my firm check in the amount of \$78.75 for the filing fee and to obtain a *certified copy* of the Articles of Incorporation once they are filed with your office.

If you have any questions or need further information regarding the formation of this corporation, please do not hesitate to contact me.

Very truly yours,

THE LAW OFFICES OF KEVIN T. WELLS, P.A.


Kevin T. Wells, Esq.

KTW/elp
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 14, 2007

KEVIN T. WELLS, ESQ.
22 S. LINKS AVENUE SUITE 301
SARASOTA, FL 34236

SUBJECT: CASA DEL MAR REALTY, INC.
Ref. Number: W07000060640

We have received your document for CASA DEL MAR REALTY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation **if a 2008 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 207A00070155

ARTICLES OF INCORPORATION
OF
LONGBOAT KEY CDM REALTY, INC.
A Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Longboat Key CDM Realty, Inc. (herein, "the Corporation").

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Corporation is 4621 Gulf of Mexico Drive, Longboat Key, Florida 34228.

ARTICLE III - CORPORATE PURPOSE

The purpose for which the Corporation is organized is to engage in any and all lawful business which corporations may be organized under the laws of the State of Florida, including but not limited to the business of selling condominium units located in Longboat Key Casa Del Mar, a Condominium, in Manatee County, Florida.

ARTICLE IV - CORPORATE POWERS

The Corporation shall have the power to:

- (a) To have perpetual succession by its corporate name.
- (b) To have, in furtherance of the corporate purposes, all of the powers conferred upon the corporations organized in the State of Florida, subject to any limitations thereof contained in these Articles of Incorporation, in Chapter 607 of the Florida Statutes, or any laws of the State of Florida, and to conduct any lawful business or enterprise.
- (c) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(d) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(f) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(g) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(h) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations, of the United States or of any other municipality or of any instrumentality thereof.

(i) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State.

(l) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.

(n) To make donations for the public welfare or for charitable, scientific or educational purposes.

(o) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(p) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(r) To operate and maintain a duly-licensed real estate brokerage corporation.

(s) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V- CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of ONE DOLLAR (\$1.00). There shall be only one class of stock.

ARTICLE VI- EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The Florida street address of the initial registered office of the Corporation is 22 S. Links Avenue, Suite 301, Sarasota, Florida 34236, and the name of its initial Registered Agent of the Corporation is Kevin T. Wells, Esquire.

ARTICLE VIII - DIRECTORS

The Corporation shall have three (3) Directors initially. The number of Directors may be modified from time to time by corporate Bylaws adopted by the Shareholders. The names and street addresses of the initial Directors of the Corporation who shall serve until their successors are duly elected and qualified are:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>POSITION:</u>
John Zefeldt	1845 Glencoe Street Wheaton, IL 60187	President
Nancy Smith	2928 Waterbury Circle Perrysburg, OH 43551	Vice President
Andre Baudon	82 Stony Lane Short Hills, NJ 07078	Treasurer

ARTICLE IX - OFFICERS

The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors.

ARTICLE X - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

<u>NAME:</u>	<u>ADDRESS:</u>
Kevin T. Wells, Esq.	22. S. Links Avenue, Suite 301 Sarasota, Florida 34236

ARTICLE XI - CONFLICT OF INTERESTS

No other contract or other transaction of the Corporation with any person, firm or corporation or no contract or other transaction in which the Corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of the Corporation is interested in or is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others may be appointed to or may be interested in the contract or transaction; and each person who becomes a director of the Corporation is hereby relieved of any liability that may otherwise arise by reason of his

contracting with the Corporation of the benefit of himself or any firm or corporation in which he may be interested.

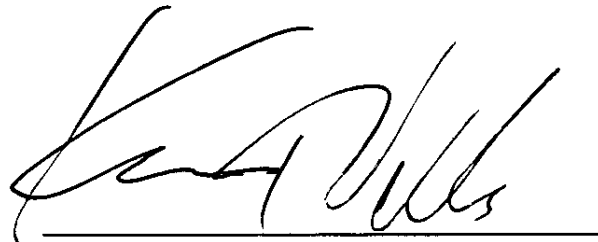
ARTICLE XII -AMENDMENT

These Articles of Incorporation may be amended, altered or repealed by resolution adopted by the Board of Directors, shareholder approval is not required.

ARTICLE XIII - INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and all liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

WITNESS my hand and seal at Sarasota, Sarasota County, Florida, this 26th day of December, 2007.



Kevin T. Wells, Esq.

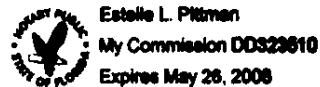
STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to administer oaths, personally appeared Kevin T. Wells, who is personally known to me, and who acknowledged the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 26th day of December, 2007.

Estelle L. Pittman
NOTARY PUBLIC- State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named in the foregoing Articles of Incorporation as Registered Agent to accept service of process for the above-stated corporation at the place designed in the Articles, hereby accept the appointment as Registered Agent and agree to act in this capacity.

Kevin T. Wells, Esq.
Registered Agent

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07 DEC 27 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA