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FLORIDA PROFIT/NON PROFIT CORPORATION

BISHOP REALTY GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BISHOP REALTY GROUP, INC.**

The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address

The name and address of the proposed Corporation shall be **BISHOP REALTY GROUP, INC.**, located at 137 Woodbridge Road, Palm Beach, Florida 33480.

ARTICLE II

Duration

This Corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This Corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose

This Corporation is formed for the following purposes and shall have the following powers:

1. The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida.
2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

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ARTICLE IV

Capital Stock

The maximum number of shares that the Corporation is authorized to issue is One Hundred (100) shares of Common Stock at \$1.00 par value per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 137 Woodbridge Road, Palm Beach, Florida 33480.

The name of the initial registered agent of this Corporation at that address is Gene Thomas Bishop.

ARTICLE VI

Initial Board of Directors

This Corporation shall have at least one director. The name and address of the initial Directors of this Corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, are:

Alan Steinberg, 1011 N.W. 31st Avenue, Pompano Beach, Florida 33069

The duties of and manner of electing Directors shall be as set forth in the Bylaws of the Corporation and shall be limited as set forth in Article VIII below. The Directors shall be relieved of liability for acts or omissions imposed by law on Directors to the extent that the discretion or powers of the Directors are limited by Article VIII below, and such liability shall be imposed upon the person or persons in whom such discretion or powers are vested.

ARTICLE VII

Initial Officers

The Officers of this Corporation shall be a President, Secretary and Treasurer. All Officers shall be established or appointed by the Shareholders of this Corporation. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing Officers shall be as set forth in the Bylaws.

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The Officers who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified to serve as Officers under the Articles of Incorporation are:

President Alan Steinberg

Secretary/Treasurer Alan Steinberg

ARTICLE VIII

Management of the Corporation

The Shareholders shall manage the business and regulate the affairs of the Corporation. The Shareholders, in their sole discretion, shall:

1. Establish who shall be Directors or Officers of the Corporation and their terms of office or manner of selection or removal;
2. Increase or diminish the Officers or Directors of the Corporation from time to time by amendment to the Bylaws adopted by the Shareholders;
3. Authorize the making of distributions whether or not in proportion to ownership of shares, subject to the limitations in Florida Statutes § 607.06401;
4. Govern, in general or in regard to specific matters, the exercise or division of voting power by the Shareholders and Directors, including use of weighted voting rights or director proxies;
5. Establish the terms and conditions of any agreement for the transfer or use of property or the provision of services between the Corporation and any shareholder, director, officer, or employee of the Corporation;
6. Amend the Articles of Incorporation or Bylaws;
7. Transfer to any shareholder or other person any authority to exercise the corporate powers or to manage the business and affairs of the Corporation, including the resolution of any issue about which there exist a deadlock among Directors or Shareholders;
8. Require dissolution of the Corporation at the request of one or more of the Shareholders or upon the occurrence of a specified event or contingency;
9. Otherwise govern the exercise of the corporate powers or the management of the business and affairs of the corporation or the relationship between the Shareholders, the Directors, or the Corporation, provided it is not contrary to public policy.

The provisions of this Article VIII shall not be a ground for imposing personal liability on any shareholder for the acts or debts of the Corporation.

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ARTICLE IX

Subscribers

The name and address of the person signing these Articles as subscriber is:

GENE THOMAS BISHOP 137 Woodbridge Road, Palm Beach, Florida 33480

ARTICLE X

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Shareholders are is expressly authorized to frame and adopt any such Bylaws for the Corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation including, without limitation, fixing the number of Directors of the Corporation, and adding to, deleting from or otherwise amending the Bylaws of the Corporation.

ARTICLE XI

Indemnification and Limitation of Liability

The Corporation shall indemnify any Officer or Director, or any former Officer or Director of the Corporation, to the full extent permitted by law. The private property of the Shareholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The Corporation shall have a first lien on the share of its Shareholders and upon dividends due them for any indebtedness of such Shareholders to the Corporation.

ARTICLE XII

Working Capital

The Shareholders shall have the authority to fix any amount which in their discretion need be reserved as working capital of the Corporation.

ARTICLE XII

Amendment

The Corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in these Articles of Incorporation and the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a Corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 26th day of December, 2007.



GENE THOMAS BISHOP, Subscriber




GENE THOMAS BISHOP, Sole
Shareholder

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to proper and complete performance of my duties.

Dated this 26th day of December, 2007.

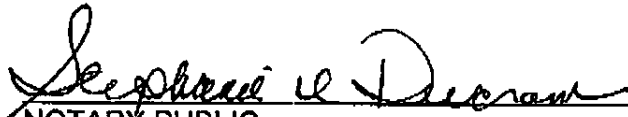


GENE THOMAS BISHOP

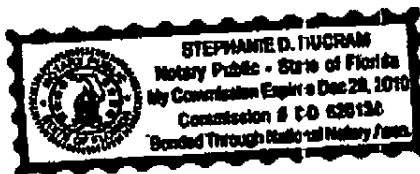
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26th day of December, 2007, by GENE THOMAS BISHOP, who (X) is personally known to me or who () has produced _____ (type of identification) as identification.



NOTARY PUBLIC
Printed Name: Stephanie D. Dugram
My Commission Expires: 12/28/2010



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TALLAHASSEE, FLORIDA