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To:  
Division of Corporations  
Fax Number : (850)617-6381

From:  
Account Name : ADVANCED INCORPORATING SERVICES, INC.  
Account Number : I20080000093  
Phone : (850)575-2723  
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FLORIDA PROFIT/NON PROFIT CORPORATION

Florida Hallmark Realty, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

**OF**

**FLORIDA HALLMARK REALTY, INC.**

The undersigned as incorporator forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

**ARTICLE I**

**NAME**

The name of this corporation is **Florida Hallmark Realty, Inc.**

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal address of this corporation is:

329 Hallmark Avenue  
Lake Placid, Florida 33852

**ARTICLE III**

**PURPOSE**

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

**Restrictions as to all Capital Stock of the Corporation:**

No share of capital stock of the corporation shall be transferred without:

(a) either the express consent of the Board of Directors evidenced by a resolution passed at a meeting of directors by the affirmative vote of not less than a majority of the directors or by instruments in writing signed by all the directors; or

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(b) the express consent of the shareholders of the corporation expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of all of the shares.

**Common Stock:** The aggregate number of shares of stock authorized to be issued by this corporation shall be 100,000,000 shares of common stock, each with a par value of \$.01.

The Common Stock shall have attached thereto the following rights, privileges restrictions and conditions:

1. The holders of the Common Stock shall be entitled to receive in each fiscal year cumulative dividends from the capital available for distribution of dividends payable when and at such time and in such amounts as the Board of Directors may from time to time determine;

2. The holders of the Common Stock shall be entitled to one (1) vote for each share of Common Stock held by them at all meetings of shareholders;

3. In the event of dissolution, liquidation, or the winding-up of the corporation, all the property and assets of the corporation which are available for distribution to the holders of the Common Stock shall be distributed ratably among the holders of Common Stock held by each shareholder when compared to the total number of issued and outstanding Common Shares.

**Preferred Stock:** The corporation is authorized to issue 100,000,000 shares of \$.01 par value Preferred Stock. The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of each series so established, provided, however, that the rights and preferences of various series may vary only with respect to:

- (a) the rate of dividend;
- (b) whether the shares may be called and, if so, the call price and the terms and conditions of call;
- (c) the amount payable upon the shares in the event of voluntary and involuntary liquidation;
- (d) sinking fund provisions, if any, for the call or redemption of the shares;
- (e) the terms and conditions, if any, on which the shares may be converted;
- (f) voting rights; and
- (g) whether the shares will be cumulative, noncumulative or partially cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

The Board of Directors shall exercise the foregoing authority by adopting a resolution setting forth the designation of each series and the number of shares therein, and fixing and determining the relative rights and preferences thereof. The Board of Directors may make any change in the designation, terms, limitations and relative rights or preferences of any series in the same manner, so long as no shares of such series are outstanding at such time.

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Within the limits and restrictions, if any, stated in any resolution of the Board of Directors originally fixing the number of shares constituting any series, the Board of Directors is authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of such series. In case the number of shares of any series shall be so decreased, the share constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

***Series "A" Preferred Stock:***

The Series "A" Preferred Stock shall have attached thereto the following designations:

1. The holders of the Series "A" Preferred Stock shall be entitled to receive in each fiscal year out of the money available for dividends, non-cumulative dividends on the capital for the time being paid thereon, payable when and at such times and in such amounts and at such places in the United States as the Board of Directors may from time to time determine. The dividends on the Series "A" Preferred Stock are non-cumulative and if in any fiscal year the Board of Directors in its discretion does not declare the dividends or any part thereof on Series "A" Preferred Stock then the rights of the holders thereof to such dividends or to any greater dividend than the dividend actually declared for such fiscal year shall be forever extinguished;
2. The holders of the Series "A" Preferred Stock shall be entitled to one (1) vote for each share of Series "A" Preferred Stock held by them at all shareholders' meetings;
3. In the event of liquidation, dissolution or winding up of the corporation or other distribution of assets of the corporation among its shareholders for the purpose of winding up its affairs, all of the property and assets of the corporation available for distribution to the holders of the Series "A" Preferred Stock shall be paid or distributed equally share for share to the holders of the Series "A" Preferred Stock without preference or distinction;
4. The corporation may redeem on thirty (30) days' notice in writing to the respective holders thereof, mailed to their respective addresses, the whole or any part of the Series "A" Preferred Stock outstanding on payment of the amount paid up thereon plus all dividends declared thereon and unpaid;
5. Upon the date and place specified in the said notice to call the holders of the Series "A" Preferred Stock so called shall present for payment and surrender to the corporation the certificate or certificates therefor and upon failure to do so shall not thereafter be entitled as such holders to any right whatsoever, except the right to such payment on presentation and surrender of the proper certificate or certificates therefor as aforesaid; on failure to surrender any certificate for the Series "A" Preferred Stock for payment pursuant to such call, the corporation may, if deemed expedient, deposit the amount payable thereon upon redemption into a chartered bank, as specified in the notice, to the credit of the holders thereof, and thereupon the said Series "A" Preferred Stock covered by such deposits shall be redeemed.

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***Series "B" Preferred Stock:***

Rights, privileges, restrictions and conditions attached to the Series "B" Preferred Stock:

1. The holders of the Series "B" Preferred Stock shall be entitled to receive in each fiscal year out of money available for dividends, non-cumulative dividends on the capital for the time being paid thereon, payable when and at such times and in such amounts and at such places in the United States as the Board of Directors may from time to time determine. The dividends on the Series "B" Preferred Stock are non-cumulative and if in any fiscal year the Board of Directors in its discretion does not declare the dividends or any part thereof on Series "B" Preferred Stock then the rights of the holders thereof to such dividends or to any greater dividend than the dividend actually declared for such fiscal year shall be forever extinguished;

2. The holders of the Series "B" Preferred Stock shall not, as such have any voting rights for the election of directors or for any such purpose nor shall they be entitled to attend shareholders' meetings; holders of the Series "B" Preferred Stock shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale of its undertakings or substantial part thereof;

3. In the event of liquidation, dissolution or winding up of the corporation or other distribution of assets of the corporation among its shareholders for the purpose of winding-up its affairs, all of the property and assets of the corporation available for distribution to the holders of the Series "B" Preferred Stock shall be paid or distributed equally share for share to the holders of the Series "B" Preferred Stock without preference or distinction;

4. The corporation may redeem on thirty (30) days' notice in writing to the respective holders thereof, mailed to their respective addresses, the whole or any part of the Series "B" Preferred Stock outstanding on payment of the amount paid up thereon plus all dividends declared thereon and unpaid;

5. Upon the date and place specified in the said notice to call the holders of the Series "B" Preferred Stock so called shall present for payment and surrender to the corporation the certificate or certificates therefor and upon failure to do so shall not thereafter be entitled as such holders to any right whatsoever, except the right to such payment on presentation and surrender of the proper certificate or certificates therefor as aforesaid; on failure to surrender any certificate for the Series "B" Preferred Stock for payment pursuant to such call, the corporation may, if deemed expedient, deposit the amount payable thereon upon redemption into a chartered bank, as specified in the notice, to the credit of the holders thereof, and thereupon the said Series "B" Preferred Stock covered by such deposits shall be redeemed.

6. Except as above set forth the holders of the Series "B" Preferred Stock shall not be entitled to participate in any further extent in the profits or assets of the corporation available for distribution to shareholders.

***Series "C" Preferred Stock:***

Rights, privileges, restrictions and conditions attached to the Series "C" Preferred Stock:

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1. The holders of the Series "C" Preferred shall in the discretion of the board of directors in each year carry the right to fixed non-cumulative dividends at the rate to be prescribed by the directors at the time of issue;

2. The holders of the Series "C" Preferred Stock shall not, as such have any voting rights for the election of directors or for any such purpose nor shall they be entitled to attend shareholders' meetings; holders of the Series "C" Preferred Stock shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the corporation or the sale of its undertakings or substantial part thereof;

3. In the event of liquidation, dissolution or winding up of the corporation or other distribution of assets of the corporation among its shareholders for the purpose of winding-up its affairs, all of the property and assets of the corporation available for distribution to the holders of the Series "C" Preferred Stock shall be paid or distributed equally share for share to the holders of the Series "C" Preferred Stock without preference or distinction;

4. The corporation may redeem on thirty (30) days' notice in writing to the respective holders thereof, mailed to their respective addresses, the whole or any part of the Series "C" Preferred Stock outstanding on payment of the amount paid up thereon plus all dividends declared thereon and unpaid;

5. Upon the date and place specified in the said notice to call the holders of the Series "C" Preferred Stock so called shall present for payment and surrender to the corporation the certificate or certificates therefor and upon failure to do so shall not thereafter be entitled as such holders to any right whatsoever, except the right to such payment on presentation and surrender of the proper certificate or certificates therefor as aforesaid; on failure to surrender any certificate for the Series "C" Preferred Stock for payment pursuant to such call, the corporation may, if deemed expedient, deposit the amount payable thereon upon redemption into a chartered bank, as specified in the notice, to the credit of the holders thereof, and thereupon the said Series "C" Preferred Stock covered by such deposits shall be redeemed.

6. Except as above set forth the holders of the Series "C" Preferred Stock shall not be entitled to participate in any further extent in the profits or assets of the corporation available for distribution to shareholders.

## ARTICLE V

### INITIAL OFFICERS / DIRECTORS (optional)

Director, President  
Marcel Jones  
333 Hallmark Avenue  
Lake Placid, Florida 33852

Director, Secretary, Treasurer  
Shawn Jones

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329 Hallmark Avenue  
Lake Placid, Florida 33852

Director, Vice President  
Blake Jones  
128 Hallmark Avenue  
Lake Placid, Florida 33852

ARTICLE VI

**REGISTERED OFFICE AND REGISTERED AGENT**

The name of the Registered Agent of this corporation and the street address of the Registered Office are as follows:

Name: Clifford J. Hunt, Esquire  
Address: Law Office of Clifford J. Hunt, P.A.  
8200 Seminole Boulevard  
Seminole, FL 33772

ARTICLE VII

**INCORPORATOR**

The name and address of the incorporator of this corporation is:

Name: Clifford J. Hunt, Esquire  
Address: Law Office of Clifford J. Hunt, P.A.  
8200 Seminole Boulevard  
Seminole, FL 33772

ARTICLE VII

**EFFECTIVE DATE OF ARTICLES**

These Articles shall be effective upon filing with the Secretary of State for Florida.

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IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 14<sup>th</sup> day of February 2009, for the purpose of organizing this corporation under the laws of the State of Florida.

  
CLIFFORD J. HUNT, ESQUIRE

## ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 607.0501 of the Florida Statutes relative to keeping open said office.

  
CLIFFORD J. HUNT, ESQUIRE

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