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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EP 5/27/09

**SAMUEL L. LEPRELL**  
**ATTORNEY AND COUNSELOR AT LAW**

SAMUEL L. LEPRELL  
(904) 390-2705

May 22, 2009

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

RE: Capital Gains Realty Investments, Inc.

Dear Sir/Madam:


I am enclosing an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$70.00, representing the filing fees as follows:

1.	Filing Fee	-	\$35.00
2.	Registered Agent Fee	-	<u>35.00</u>
			\$70.00

Please date stamp the enclosed copy of the Articles of Incorporation as soon as it has been filed and return it to my attention.

If you should have any questions, please do not hesitate to contact the undersigned.

Sincerely,



Samuel L. LePrell

SLL:cdw  
Enclosures

SUITE 201, ST. MARK'S PLACE  
1930 SAN MARCO BOULEVARD  
JACKSONVILLE, FLORIDA 32207  
(904) 390-2705 - FAX (904) 390-2711

ARTICLES OF INCORPORATION

OF

CAPITAL GAINS REALTY INVESTMENTS, INC.

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FIRST: The name of this corporation is:

CAPITAL GAINS REALTY INVESTMENTS, INC.

SECOND: The general nature of the business or businesses to be transacted is as follows:

To do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida including but not limited to:

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, throughout the world.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and to maintain margin accounts with stock brokerage firms in order to facilitate such dealings; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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To purchase, hold, sell and transfer shares, stock warrants and stock rights of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

To acquire, to pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To contract debts and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

To make gifts for educational, scientific or charitable purposes.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: This corporation shall have authority, to be exercised by the Board of Directors, to issue not more than One Million (1,000,000) shares of Class A Common Stock at the par value of One Hundredth of One Cent (U.S. \$.0001) each and not more than One Million (1,000,000) shares of Class B Common Stock at the par value of One Hundredth of One Cent

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(\$0.0001) each. The holders of the Class A Common Stock shall have no voting rights. The holders of the Class B Common Stock shall have all voting rights of the Corporation.

(a) No holder of Class A Common Stock or of Class B Common Stock shall have a preemptive right to subscribe for, purchase, or receive any part of any new or additional shares of stock of any class, whether now or hereafter authorized, or of any bonds, debentures or other evidences of indebtedness convertible into or exchangeable for stock.

(b) Additional shares of Class A Common Stock or Class B Common Stock may be authorized only with the approval of a majority of the Directors and a majority of the holders of the Class B Common Stock.

(c) No stock splits or reverse stock splits of any class of stock shall be authorized except with the approval of a majority of the holders of the Class B Common Stock.

(d) No cumulative voting of any shares of stock is permitted.

(e) All dividends and cash distributions from earnings, or refinancing, sales or any other source are to be distributed to the holders of the Class A Common Stock and the holders of the Class B Common Stock based on the number of shares of stock owned by each holder and without preference to either the Class A Common Stock holders or the Class B Common Stock holders..

FOURTH: The minimum amount of capital with which this corporation will begin business is Five Hundred and No/100 Dollars (\$500.00).

FIFTH: This corporation is to have perpetual existence. Corporate existence shall be effective on May 22, 2009 at 8:00 a.m.

SIXTH: The principal office of this corporation will be 1660 Gulf Boulevard, Suite One, Clearwater, Florida 33767.

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SEVENTH: The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the holders of the Class B Common Stock from time to time.

EIGHTH: The name and post office address of the sole member of the first board of directors, who shall hold office for the first year of the existence of the corporation or until his successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Robert Lurie	1660 Gulf Boulevard, Suite One Clearwater, Florida 33767

NINTH: The name and post office address of the subscriber of the Articles of Incorporation are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Samuel L. LePrell	1930 San Marco Boulevard Suite 201, St. Mark's Place Jacksonville, Florida 32207

TENTH: The street address of the initial registered office of this corporation is Samuel L. LePrell, the name of the initial registered agent of this corporation at that address is 1930 San Marco Boulevard, Suite 201, St. Mark's Place, Jacksonville, Florida 32207.

ELEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

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To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect of such matters.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution adopted by a majority of (i) the Class B stockholders or (ii) the directors of this corporation.

Pursuant to the affirmative vote of stockholders of record holding Class B Common Stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding Class B Common Stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business

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of the corporation, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the board of directors.

Action taken by the Board of Directors of this corporation without a meeting shall also nevertheless constitute board action, with the same force and effect as though taken by unanimous vote of the directors at a meeting, if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the board of directors whether done before or after the action so taken.

TWELFTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation. Provided that any such amendment, alteration, change or repeal must be approved by the affirmative vote of stockholders of record holding Class B Common Stock in the corporation entitling them to exercise at least two-thirds of the voting power. Further provided that any such amendment, alteration, change or repeal which would change the right of the holder of Class A Common Stock to receive dividends and distributions in the manner set forth in paragraph (e) of Article Third above

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must be approved by the affirmative vote of at least a majority of the stockholders of record holding Class A Common Stock in the Corporation.

THE UNDERSIGNED, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 22nd of May, 2009.

  
\_\_\_\_\_  
Samuel L. LePrell

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CERTIFICATE NAMING REGISTERED OFFICE  
AND REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That CAPITAL GAINS REALTY INVESTMENTS, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at 1660 Gulf Boulevard, Suite One, Clearwater, Florida 33767 has named SAMUEL L. LEPRELL as its Registered Agent, located at 1930 San Marco Boulevard, Suite 201, St. Mark's Place, State of Florida, City of Jacksonville, Florida 32207 as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501, Florida Statutes.

  
\_\_\_\_\_  
SAMUEL L. LEPRELL

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