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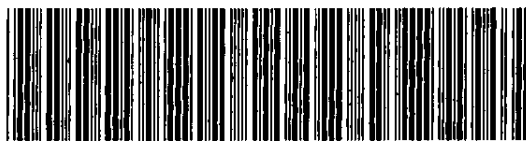
(Business Entity Name)

(Document Number)

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2010 APR 19 P 2:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 20 2010  
D. A. WHITE

**CORPORATION FILING TRANSMITTAL**

**FILED**

2010 APR 19 P 2:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 15, 2010

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

**SUBJECT:** INSTITUTIONAL INVESTOR ADVISERS, INC.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$87.50 for the filing fee, designation of registered agent, a certified copy and a certificate of status.

**FROM:** Roland G. Caldwell, Jr.

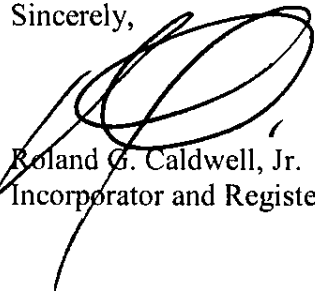
201 Center Road, Suite Two

Venice, FL 34285

941-493-3600

kelly@ctrust.com

Sincerely,



Roland G. Caldwell, Jr.  
Incorporator and Registered Agent

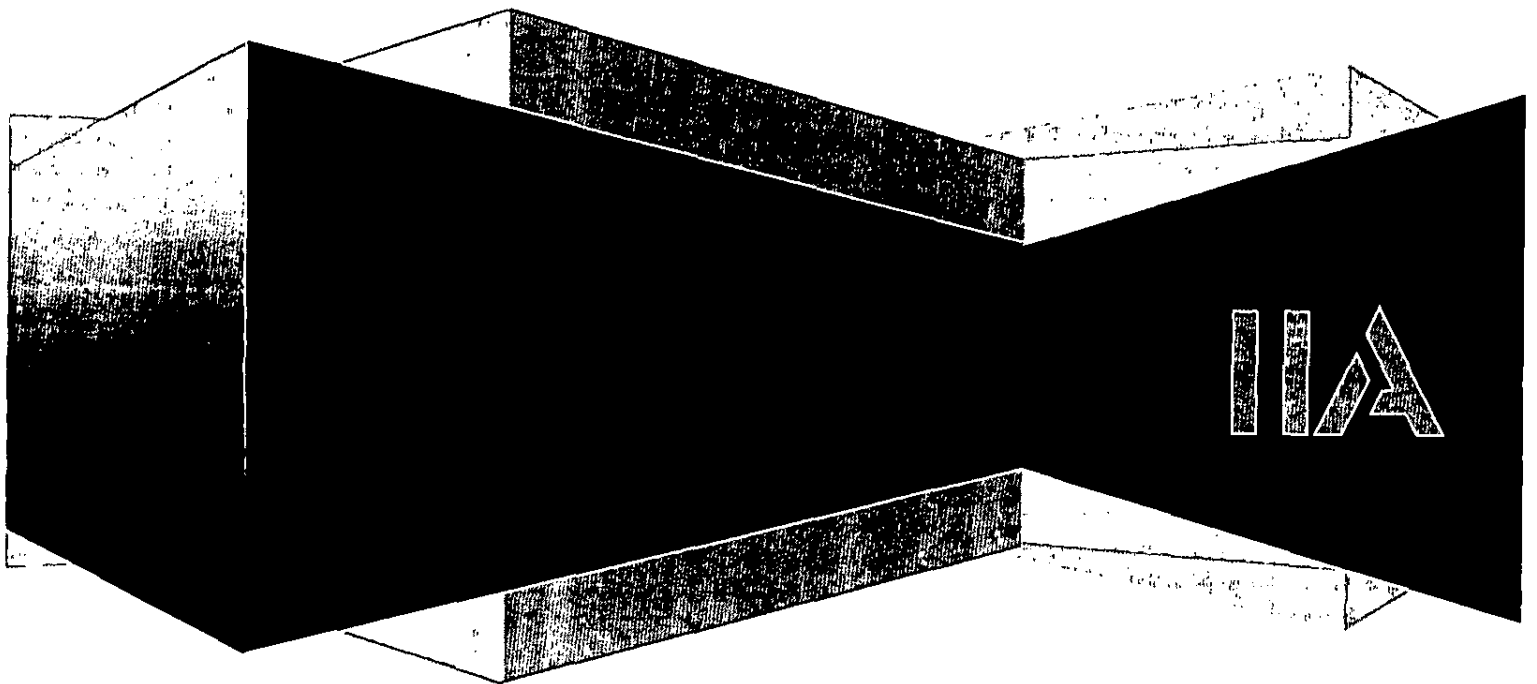
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2010 APR 19 P 2:48

# Institutional Investor Advisers, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Articles of Incorporation



FILED

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**ARTICLES OF INCORPORATION  
OF  
INSTITUTIONAL INVESTOR ADVISERS, INC.**

**FILED**

2010 APR 19 P 2:48

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby associate himself, his associates and assigns, to become a corporation under the laws of the State of Florida, and does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

**Article I — NAME**

The name of the corporation shall be INSTITUTIONAL INVESTOR ADVISERS, INC.

**Article II — Principal Office**

The initial street address of the principal office of this corporation in the State of Florida shall be 201 Center Road, Suite Two, Venice, Florida 34285, or such other place as from time to time shall be fixed by the Board of Directors.

**Article III — Purpose**

**Section 1: Nature of Business.** The general nature of the business or businesses to be transacted by the corporation is that of engaging in and conducting business as a licensed investment adviser.

**Section 2: Corporate Powers.** The corporation shall also have power:

- (a) To construct, erect, repair and remodel buildings and structures of all types for itself and others and 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, personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
- (b) To act as broker, agent or factor for any person, firm or corporation.
- (c) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interest therein, and to own, hold, manage, develop, improve, equip, maintain and operate, and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests in.
- (d) To borrow or raise money for any of the purposes of the corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and any

interest therein by mortgage, pledge, conveyance, or other assignment in trust, in whole or in part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

- (e) 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, security, or other evidences of indebtedness created by any other corporation of the state of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.
- (f) To enter into, make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the corporation or business of a similar nature, with any person, firm, corporation, association or syndicate, or any private, public or municipal body existing under the government of the united states or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.
- (g) To enter into, or become a partner in, any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise, with any person, firm or corporation now carrying on or about to carry on any business which this corporation has the direct or incidental authority to pursue.
- (h) To include in its By-Laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders or in the event of the death of any of its stockholders. The manner and form, as well as all relevant terms, conditions and details hereof shall be determined by the stockholders of this corporation provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of said stock.
- (i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world, as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity of individual; to establish one or more offices, both within the state of Florida and any part or parts of the world at which meetings of directors may be held and all or any part of the corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the state of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United states of America and in any foreign countries.
- (j) To elect to come within those provisions of Florida law pertaining to close corporations by filing a written consent, signed by all the stockholders, with the secretary of the corporation as part of the corporate records.
- (k) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes of the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

#### **ARTICLE IV — SHARES**

The amount of capital stock authorized shall consist of One Hundred (100) shares of common voting stock having a par value of One (\$1.00) Dollar per share payable in lawful money of the United States of America. The capital stock of the corporation may at any time be increased or decreased as provided by the laws of Florida.

#### **ARTICLE V — CAPITAL**

The amount of capital with which this corporation shall begin business is One Thousand (\$1,000.00) Dollars.

#### **ARTICLE VI — EXISTENCE**

The corporation shall have perpetual existence.

#### **ARTICLE VII — DIRECTORS**

This corporation initially shall have one (1) director. The number of directors may be increased or decreased from time to time by action in accordance with the By-Laws of the corporation.

The name and street address of the first member of the Board of Directors who, unless otherwise provided by the By-Laws, shall hold office for the first year of existence of the corporation or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Roland G. Caldwell, Jr.	201 Center Road, Suite Two, Venice, FL 34285

The said director is at least twenty-one (21) years of age and is a citizen of the United States.

#### **ARTICLE VIII — OFFICERS**

The names and street addresses of the first officers who, unless otherwise provided by the By-Laws, shall hold office for the first year of existence of the corporation or until their successors are elected and have qualified are:

President	Roland G. Caldwell, Jr., 201 Center Road, Suite Two, Venice, FL 34285
Secretary	Marcia L. DeVries, 201 Center Road, Suite Two, Venice, FL 34285

#### **ARTICLE IX — INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Roland G. Caldwell, Jr.	201 Center Road, Suite Two Venice, FL 34285

## **ARTICLE X — REGISTERED AGENT**

The registered agent of the corporation is Roland G. Caldwell, Jr., 201 Center Road, Suite Two, Venice, FL 34285.

## **ARTICLE XI — PROVISIONS OF DIRECTORS AND OFFICERS**

For the regulation of the business and for the conduct of the affairs of the corporation, to create, divide, limit and regulate the powers of the corporation, the Directors and the stockholders, provision is made as follows:

- (a) General authority is hereby conferred upon the Board of Directors of the corporation, except as the stockholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.
- (b) Meetings of the incorporators, of the Stockholders and of the Directors of the corporation, for all purposes, may be held at any place, either inside or outside of the state of Florida.
- (c) All corporate powers, including the sale, mortgage, hypothecation, and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law.
- (d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in its discretion, the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the corporation or shares of its own capital stock, to such extent, in such manner and upon such terms as the Board of Directors may deem expedient, but any shares of such capital stock so purchased or acquired may not be resold unless such shares shall have been retired in the manner provided by law for the purpose of decreasing the corporation's capital stock.
- (e) The Board of Directors shall have the power of fixing the compensation, by way of salaries and/or bonuses, and/or pensions, of the employees, the agents, the officers, and directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.
- (f) The Board of Directors may designate from their number an executive committee, which shall, for the time being, in the intervals between meetings of the Board and to the extent provided by the By-Laws and authorized by law, exercise the powers of the Board of Directors in the management of the affairs and business of the corporation.
- (g) Anyone or more or all of the directors may be removed, either with or without cause, at any time, by the vote of the stockholders holding a majority of the stock entitled to vote of the corporation, at any special meeting, and thereupon the term of each director or directors who shall have been so removed shall forthwith terminate, and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the By-Laws.




- (h) Any officers of the corporation may be removed either with or without cause, at any time, by vote of a majority of the Board of Directors.
- (i) The stockholders may, by unanimous written consent filed with the secretary of the corporation as part of the corporate records, provide that the business of the corporation shall be managed by the stockholders rather than a board of directors.
- (j) No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that anyone or more of the directors or officers of this corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the directors or officers of the corporation are personally interested therein. Any director or directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors or officer or officers of this corporation is a part or are parties to, or interested in, such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the corporation for the benefit of himself or of any firm~ association or corporation in which he may be in anywise interested.
- (k) Subject always to By-Laws made by the Stockholders, the Board of Directors may make By-Laws and from time to time alter, amend or repeal any By-Laws, but any By-Laws made by the Board of Directors may be altered or repealed by the Stockholders.
- (l) No holder of shares of the capital stock of any class of the corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors, in its discretion, may from time to time determine and at such price as the Board of Directors may from time to time fix; and any shares of stock or convertible obligations which the corporation may determine to offer for subscription to the holders of stock may, as the Board of Directors shall determine be offered to more than one class of stock, in such proportions as between said classes of stock as the Board of Directors in its discretion may determine. As used in this paragraph, the expression "convertible obligations" shall include any notes, bonds or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the corporation of any class or classes; and the Board of Directors is hereby expressly authorized, in its discretion, in connection with the issue of any obligations or stock of the corporation (but without intending hereby to limit its general power so to do in any other cases) to grant rights or options to purchase stock of the corporation of any class upon such terms and during such periods as the Board of Directors shall determine, and to cause such rights or options to be evidenced by such warrants or other instruments as it may deem advisable.
- (m) The By-Laws of the corporation may provide for the indemnification of the officers and directors of the corporation for their actions and omissions up to the maximum extent permitted by law.

## ARTICLE XII — PROVISION FOR AMENDMENTS

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 Stockholders' 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 these Articles of Incorporation be made.

IN WITNESS WHEREOF, the above-named incorporator has hereunto subscribed his name the 15th day of April, 2010.

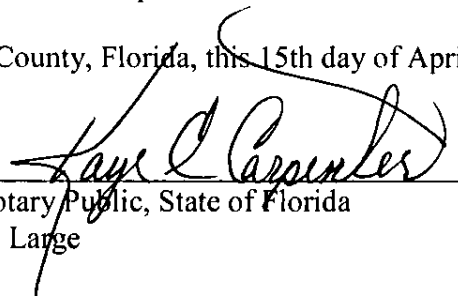
  
\_\_\_\_\_  
ROLAND G. CALDWELL, JR.  
Incorporator and Registered Agent

STATE OF FLORIDA

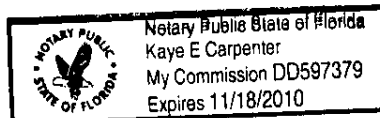
COUNTY OF SARASOTA

BEFORE ME, the undersigned officer, this day personally appeared ROLAND G. CALDWELL, JR., to me well known and well known to me to be the person described in and who subscribed their names to the foregoing Articles of Incorporation, and severally acknowledged before me that they executed said Articles of Incorporation for the uses and purposes therein expressed.

Witness my hand and official seal at Venice, Sarasota County, Florida, this 15th day of April, 2010.

  
\_\_\_\_\_  
Notary Public, State of Florida  
At Large

My Commission Expires:



FILED  
2010 APR 19 P  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA