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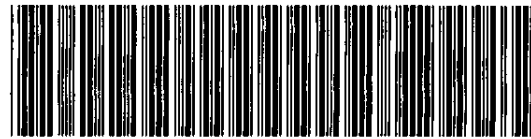
(Business Entity Name)

(Document Number)

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JOHN CLAPPER III, Esq.
5147 Castello Drive
Naples, Florida 34103

July 17, 2012

DEAN GARDY
6760 Southern Oak Court
Naples, Florida 34109

Re: Representation/Incorporation of DEAN GARDY, P.A.

Dear Dean,

I have been requested by your accountants, Soldavini & Caldwell, CPA's P. A., to prepare certain preliminary documents to initiate the incorporation of your business in the State of Florida as a for profit corporation. Thank you for referring this matter to us. Based upon information provided by Brigid, I am pleased to enclose the following original documents for your signature which should be returned to me after execution.

1. Articles of Incorporation;
2. By-Laws;
3. Consent;
4. Stock Subscription Letter (insert consideration being paid for stock and the name of your bank);

In addition to the enclosed preliminary documentation, you may wish to obtain a stock book, minute book and corporate seal. If you wish, either the accountant or I can order these for you for a small fee.

There can be many accounting advantages to incorporating. You should discuss all accounting matters with your C.P.A., Brigid Soldavini Clapper, as she will be able to assist you and give you proper guidance on these matters.

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It is my understanding that Brigid will be assisting you in the preparation of relevant IRS documents such as the Form SS-4, and Application for Employer Tax Identification Number, and we will not be performing that service. It is also our understanding that after consultation with Brigid, the corporation and the stockholders may make an election to be taxed as an "S" Corporation for Federal Income Tax purposes and, if so, Brigid will prepare and file the Form 2553, and the S Corporation Election. You are also advised to consult with Brigid and the Florida Department of Revenue regarding obtaining a Florida sales tax number, if applicable.

Your business may also require special licensing through the State of Florida and/or through the county in which your principal office is located. Accordingly, you should inquire with the Florida Department of Business Regulation, and with the County Clerk's office with regard to licensing.

Your corporation also must file a Corporate Annual Report with the Secretary of State by July of each year. You will receive a notice (which may be in the form of a postcard) from the Secretary of State after the first of the year instructing you to file this report. You will need to obtain the report form. If you do not receive notice by February, you should follow-up with them, file the required form and pay the annual fee. If this is not done every year, the State will administratively dissolve the corporation.

Your corporation does not exist today and it will not exist until the date in the future than its papers are officially filed with the State of Florida. The State will send me confirmation of that filing and I will send those documents to you. **Do not** take any action as the corporation until you receive these official documents. Action taken in advance of the official filing date may create personal liability for you where it was not intended.

In this matter, we act as the attorney for the entity that we are in the process of creating. Sometimes more than one individual is involved in an entity as an officer, director or stockholder in the Corporation. Please note that the legal services that we are providing regarding the creation of the Corporation are provided to the Corporation and are performed for the benefit of the entity only, and not the individuals involved. All individuals are encouraged to retain their own, separate attorney to advise them with respect to any questions or issues that they may have, concerning the Corporation. When an individual signs the documentation that accompanies this letter, it will be confirmation that the individual either has obtained independent legal counsel or has had the opportunity to do so, concerning these matters.

From a liability standpoint, you should utilize your corporate name in establishing a new bank account, and in all financial transactions after the corporation is officially created and filed in Tallahassee. After that, you should begin using the corporate name and remember to sign all documents (such as letters, agreements, leases, contracts

and other similar legal documents) in the name of the corporation only, as an officer of the corporation. You should review appropriate insurance for your business, such as public liability, automobile and workers compensation insurance.

We have prepared the enclosed preliminary corporate documents for you. After they are executed and filed, it will be necessary for you to take additional corporate action. **First** under current Florida law, your corporation must hold an annual meeting of Stockholders and Board of Directors. The principal purpose of the annual meeting of Stockholders is to elect the Board of Directors and the principal purpose of the annual meeting of the Board of Directors is to elect the officers of the Corporation. Your Bylaws provide that the Board of Directors must elect a President, Secretary and Treasurer (who may be the same person) each year. In addition, the Board of Directors may elect such other officers (i.e., Vice President) as they may so desire. **Second**, the Board of Directors should also approve, through formal action, all major corporate transactions such as loans, compensation and bonuses to officers and major capital expenditures. **Third**, written notices of these meetings and minutes of these meetings need to be created to record the happening of these events. We will not prepare these documents for you unless you specifically ask us to do so.

In some circumstances such as the sale of all or substantially all of the assets of the Corporation, the Stockholders may have voting rights. In general, all actions of the Stockholders and the Board of Directors which may be taken at any annual or special meeting may be taken without a formal meeting, without prior notice and without a vote if the action is consented to in writing by all of such members, or in the case of the Stockholders by a majority of the Stockholders with notice of the nonconsenting Stockholders.

We are available at any time to assist you with additional corporate or other legal services. We regularly prepare corporate notices and minutes for some of our corporate clients, and would be pleased to assist you with any of your legal needs. For example, some clients desire to place restrictions on the transfer or sale of the corporate stock of their corporation, and we can assist you in preparing a "Buy-Sell Agreement" that accomplishes this. If you want to discuss this or any other corporate legal service that we can provide, or if you have a particular issue of concern, please contact us and we will be glad to help you address it.

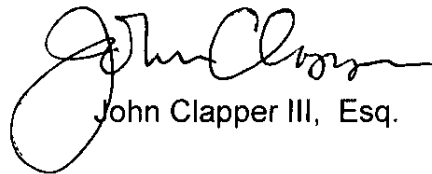
Our statement for legal services and costs is enclosed, and it is due upon delivery of the enclosed documents to you. Please make your remittance payable to Paulich, Slack & Wolff, P.A. For your convenience, you may leave your payment with your accountant, Brigid D. Soldavini, CPA, P.A. She will return your executed documents and your check to us. Upon receipt of your payment, we will process the documents and file them with the Department of State.

We wish you the very best of luck with your new corporation. Thank you for entrusting this matter to us.

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If you have any questions regarding this matter, please feel free to contact me.
With best regards,


Very truly yours,



John Clapper III, Esq.

cc: Brigid D. Soldavini, CPA

I acknowledge receipt of this letter. I do ___ do not ☒ desire a corporate book.



Dean Gardy

**ARTICLES OF INCORPORATION
OF
DEAN GARDY , P. A.**

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THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

DEAN GARDY , P. A.

The purpose for which this corporation is formed is to allow the licensee to conduct all business authorized and lawful for the licensee under Part 1 of Chapter 475 (Real Estate Brokers, Sales Associates, etc.) of the Florida Statutes, through this entity.

SECOND: The initial principal office and mailing address [specify both if different] of the Corporation is:

**DEAN GARDY , P. A.
6760 Southern Oak Court
Naples, Florida 34109**

THIRD: The aggregate number of shares that the Corporation is authorized to issue is **One Hundred (100) shares** of common stock and the par value of each share shall be one dollar par value (\$1.00). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

**DEAN GARDY , P. A.
6760 Southern Oak Court
Naples, Florida 34109**

and the name and address of the Corporation's initial registered agent at such address is:

**DEAN GARDY
6760 Southern Oak Court
Naples, Florida 34109**

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of each person who is to serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is:

**DEAN GARDY
6760 Southern Oak Court
Naples, Florida 34109**

SIXTH: The name and address of the sole incorporator is:

DEAN GARDY
6760 Southern Oak Court
Naples, Florida 34109

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 7/17 day of August, 2012.


DEAN GARDY
Sole Incorporator

I, **DEAN GARDY** having been designated to act as registered agent, hereby agree to act in this capacity.


DEAN GARDY
Initial Registered Agent

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