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FLORIDA PROFIT/NON PROFIT CORPORATION  
RUTH SIMPSON, P.A.

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ARTICLES OF INCORPORATION  
OF  
RUTH SIMPSON, P.A.

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, presents these Articles for the formation of a for-profit corporation under the Professional Service Corporation and Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I - NAME

1.1 The name of the corporation is RUTH SIMPSON, P.A.

ARTICLE II - PURPOSE AND POWERS

2.1 The general nature of the business that will be transacted by the corporation is providing professional real estate agency and brokerage services.

2.2 The corporation has the power to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the operation of the corporation's business.

2.3 The corporation has the power to do everything necessary and proper for the accomplishment of any of the foregoing purposes either alone or in association with other corporations, firms, or individuals, and to carry on any lawful pursuit necessary or incidental to the accomplishment of the purpose of this corporation.

ARTICLE III - SHARES

3.1 The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having no par value. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by section 1244 of the Internal Revenue Code.

3.2 Shareholders will not have preemptive rights, unless specifically provided for in

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the Bylaws or a separate agreement among shareholders.

3.3 The shareholders may, by bylaw provision or by shareholders' agreement, impose restrictions on the sale, transfer, or encumbrance of the stock of this corporation, as they may see fit.

#### ARTICLE IV - EXISTENCE

4.1 This corporation will exist perpetually.

#### ARTICLE V - OFFICES

5.1 The principal office of the corporation initially will be at 9734 Tapestry Park Circle, Suite 123, Jacksonville, FL 32246. The principal office may be moved to any address approved by the Board of Directors. The mailing address of the corporation is the same.

#### ARTICLE VI - DIRECTORS

6.1 The initial number of directors of the corporation will be one (1). The number of directors may be changed, provided however that the number of directors will never be less than one (1).

6.2 The initial Board of Directors will be:

<u>Name</u>	<u>Address</u>
Ruth Simpson	9734 Tapestry Park Circle, Suite 123 Jacksonville, FL 32247

#### ARTICLE VII - OFFICERS

7.1 The initial Officers will be:

Ruth Simpson: President, Treasurer, and Secretary

7.2 The addresses of the Officers will be at the principal office of the corporation.

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#### ARTICLE VIII - INCORPORATOR

8.1 The name and address of the incorporator and person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Howard A. Caplan	245 Riverside Avenue, Suite 150 Jacksonville, FL 32202

#### ARTICLE IX - CONFLICT OF INTEREST

9.1 No contract or other transaction between this corporation and any other corporation, firm, or individual will be affected by the fact that any director of this corporation is interested in or is a director or officer of the other corporation or firm. A director of the corporation is relieved from any liability that might exist from contracting with this corporation if the director informs the other directors of his interest prior to entering into the contract.

#### ARTICLE X - EMPLOYEE BENEFITS

10.1 The corporation will have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans.

10.2 This corporation has the power to make loans, secured or unsecured, to its shareholders, if shareholders are active employees of the corporation.

#### ARTICLE XI - INDEMNIFICATION

11.1 The corporation will indemnify any and all persons who serve or have served as directors or officers, and who at the request of the Board of Directors serve or have served as directors or officers of another corporation or firm in which the corporation

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had an ownership interest. This indemnification includes a person's administrators, successors, and assigns only for the purpose of remuneration and not time of service to or at the request of the corporation. The indemnification will be for all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), reasonably incurred by the person in connection with the defense or settlement of any claim, action, suit, or proceeding in which the person was a party by reason of being or having been a director or officer of at the request of the corporation. But the corporation will not indemnify any person who will have been liable due to the person's gross negligence or misconduct in the performance of the person's duty. This indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise. It is the intent of the corporation to indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

ARTICLE XII - REGISTERED AGENT AND OFFICE

12.1 The registered office will be and the registered agent at that address are:

Agent

Registered Office Address

Ruth Simpson

9734 Tapestry Park Circle, Suite 123  
Jacksonville, FL 32247

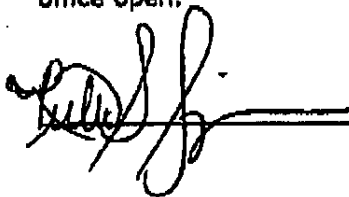
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of March, 2014.

  
Howard A. Caplan

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**ACKNOWLEDGMENT AND ACCEPTANCE  
OF REGISTERED AGENT**

Having been named to accept service of process for the corporation at the place designated in the Articles of Incorporation to which this is attached, I agree to act in this capacity, and to comply with the provisions of Florida law relative to keeping the office open.

 03/24/2014  
Date

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