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## FLORIDA PROFIT/NON PROFIT CORPORATION BARZANA REALTY, P.A.

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## ARTICLES OF INCORPORATION OF

**BARZANA REALTY, P.A.**

### **a Florida Professional Service Corporation**

The Undersigned, desiring to form a Profit Corporation in accordance with Chapter 607, Florida Statutes, entitled Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

#### **Article I NAME**

The name of the corporation is BARZANA REALTY, P.A.

#### **Article II PRINCIPAL PLACE OF BUSINESS**

The initial street address of the corporation's principal place of business and the mailing address of the Corporation is 6435 SW 24 Street, Miami, Florida 33155. The Board of Directors of the Corporation may, from time to time, change the address of the Corporation.

#### **Article III NATURE OF CORPORATE BUSINESS AND DURATION**

The purpose for which the Corporation is organized shall be to engage in and carry on in every aspect and phase of the practice of Real Estate Brokering in the State of Florida; to engage in any activities which will facilitate and promote the practice of real estate sales and brokering through its officers, employees and agents; and to invest and reinvest its funds in real estate, mortgages, stocks, bonds and any other type of investments and to purchase and own real and personal property necessary for the rendering of professional services within the practice of real estate sales and brokering. The Corporation shall exist perpetually, unless sooner dissolved according to law, and its existence shall commence upon filing.

#### **Article IV CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is one thousand (1000), all of which shall be common stock having a par value of One Dollar (\$1.00) per share.

**Article V  
CAPITALIZATION**

The amount of capital with which the corporation will begin business is not less than One Thousand Dollars (\$1,000.00).

**Article VI  
INCORPORATORS**

The name and address of the incorporator is Carissa Barzana.

**Article VII  
OFFICERS AND DIRECTORS**

The Corporation shall have no less than 1 (one) Director at any time. Changes in the number of members comprising the Board of Directors shall be made in accordance with the Corporation's bylaws adopted by the Stockholders.

The initial director(s) shall hold office until his successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of director(s) set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed in accordance with the bylaws duly adopted by the shareholders.

The initial Officers of the Corporation shall consist of President and Secretary. Changes in the number of officers of the corporations shall be made by amendment to the Corporation's bylaws.

The Director(s) and Officer(s) of the Corporation are:

<u>Name</u>	<u>Title</u>
Carissa Barzana	Director, President and Secretary

**Article VIII  
REGISTERED AGENT AND OFFICE**

The name of the registered agent of this Corporation is Florida Consumer Law Group, P.A. The street address of the Corporation's registered office in the State of Florida is 250 Catalonia Avenue, Suite 601, Coral Gables, Florida 33134.

**Article IX  
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**Article X  
CORPORATE POWERS**

The Corporation shall have all the rights and powers now or hereafter conferred on profit corporations by the laws of the State of Florida.

**Article XI  
BYLAWS**

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by unanimous vote of the shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such bylaws.

**Article XII  
INCORPORATION OF PROVISIONS OF  
PROFESSIONAL SERVICE CORPORATION ACT**

This Corporation is intended to be a Professional Corporation within the meaning of the Florida Professional Service Corporation and Limited Liability Company Act, and accordingly, the Corporation, its Officers, Directors and Stockholders, shall be subject to all of the Sections of said Act concerning the formation of the Corporation, its Officers, Directors and Stockholders, as stated in Chapter 621, Florida Statutes.

**Article XIII  
DISSOLUTION**

The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

**Article XIV  
INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law. A Director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article XIV shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

**Article XV  
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN  
OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporators. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**Article XVI  
RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the stockholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 17th day of October, 2014.

  
\_\_\_\_\_  
Carissa Barzana, Incorporator

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT  
OF  
BARZANA REALTY, P.A.**

Pursuant to Section 607.0501 of the Florida Business Corporation Act, the following is submitted in compliance with said Act:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, F.S.*

Dated this 17<sup>th</sup> day of October, 2014.

FLORIDA CONSUMER LAW GROUP, P.A.



By: \_\_\_\_\_  
Kevin L. Deeb, President  
Registered Agent's Signature