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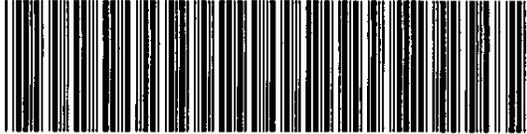
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

16 JAN 15 AM 8:25

APPROVED  
AND  
FILED

Handwritten signature



**JOHNSON AND JOHNSON, P.A.**

ATTORNEYS AND COUNSELORS AT LAW

8810 GOODBY'S EXECUTIVE DRIVE, SUITE A  
JACKSONVILLE, FLORIDA 32217  
(904) 737-5930 · FAX (904) 737-5966  
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KEITH H. JOHNSON  
BOARD CERTIFIED TAX ATTORNEY  
CERTIFIED PUBLIC ACCOUNTANT

MICHAEL P. TYSON  
ATTORNEY AT LAW  
MASTER OF LAWS (LL.M.) TAXATION

R. DENISE JOHNSON  
ATTORNEY AT LAW

ADAM L. HEIDEN  
ATTORNEY AT LAW  
CERTIFIED PUBLIC ACCOUNTANT

RENÉE L. MANKUS  
CERTIFIED PUBLIC ACCOUNTANT

January 11, 2016

**VIA U.S. CERTIFIED MAIL**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: KEITH B. KELLEY, P.A.  
FEIN: Pending**

Dear Sir and/or Madam:

Enclosed please find the following:

1. Original and one (1) copy of the Articles of Incorporation for the above-referenced proposed Florida corporation; and
2. Our law firm's check №. 17157 in the amount of \$78.75 payable to the Department of State, representing the fees for filing and a certified copy.

Please note the effective date shall be **January 8, 2016**.

Thank you in advance for your immediate assistance in this matter.

Sincerely,

Keith H. Johnson

KHJ:rks

Enclosures:  
As Stated

c: Keith B. Kelley, President  
Keith B. Kelley, P.A.

APPROVED  
AND  
FILED

**ARTICLES OF INCORPORATION**

16 JAN 15 AM 8:25

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**KEITH B. KELLEY, P.A.**

The undersigned subscriber, being duly licensed to sell real estate under the laws of the State of Florida, for the purpose of forming a corporation for profit pursuant to Professional Service Corporation and Limited Liability Act, Chapter 621 of the Florida Statutes and laws of the State of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the corporation is **KEITH B. KELLEY, P.A.**

**ARTICLE II**

**Principal Office**

The principal office and mailing address of this corporation is **4320 A1A S., Suite 3 St. Augustine, Florida 32080**, and its mailing address is **4320 A1A S., Suite 3 St. Augustine, Florida 32080**.

**ARTICLE III**

**Purpose**

The professional service corporation is organized for the purpose of transacting any or all lawful business as a real estate sales person licensed under the laws of Florida. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the

rendering of professional services.

#### **ARTICLE IV**

##### **Duration**

The corporation shall have perpetual existence effective **January 8, 2016**.

#### **ARTICLE V**

##### **Capital Stock**

The capital stock of the corporation shall be One Thousand (1,000) Shares of common stock having a par value of TEN and NO/100 (\$10.00) Dollars per share.

#### **ARTICLE VI**

##### **Restriction on Ownership and Control of Stock**

This Corporation may not issue its stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed by the State of Florida or otherwise legally authorized to sell real estate within the State of Florida. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with authority to exercise the voting power of any or all of the shareholder's stock.

#### **ARTICLE VII**

##### **Pre-Emptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VIII**

**Initial Registered Office and Agent**

The address of the initial registered office of this corporation is **8810 Goodby's Executive Drive, Suite A, Jacksonville, Florida 32217**. The name of the initial registered agent at that address is **Keith H. Johnson, Esquire**.

**ARTICLE IX**

**Board of Directors and Officers**

The business of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of one (1) member. The initial Member of the Board of Directors shall be:

<u>NAME</u>	<u>PERCENTAGE OF OWNERSHIP</u>	<u>ADDRESS</u>
Keith B. Kelley	100%	503 Turnberry Lane St. Augustine, Florida 32080

The initial Officer of the Corporation shall be:

<u>NAME</u>	<u>TITLE</u>
Keith B. Kelley	President / Secretary / Treasurer

**ARTICLE X**

**Subscriber**

The name and address of the person signing these articles of incorporation as subscriber is **Keith B. Kelley**, whose address is: **503 Turnberry Lane, St. Augustine, Florida 32080.**

**ARTICLE XI**

**Indemnification**

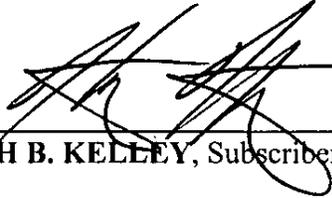
The corporation shall indemnify any Officer or Director or any former officer or director to the full extent permitted by law.

**ARTICLE XII**

**Amendment**

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors or in the manner provided by law. Any rights conferred on the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned subscriber executed these Articles of Incorporation on the 8<sup>th</sup> day of ~~December~~<sup>January</sup>, 2016.

  
\_\_\_\_\_  
**KEITH B. KELLEY**, Subscriber

STATE OF FLORIDA

COUNTY OF ST JOHNS

The foregoing Articles of Incorporation of KEITH B. KELLEY, P.A., were acknowledged before me this 8 day of ~~December, 2015~~<sup>January, 2016</sup>, by KEITH B. KELLEY, who is personally known to me, or who has produced a valid FL License K400-502-72-311-0 as identification, and who did take an oath.

Cynthia E. Keene  
Signature of Notary Public

[NOTARIAL SEAL]



**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and designated to accept service of process for the above corporation, 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 I am familiar with and accept the obligations of my position as registered agent.

Executed this 11<sup>th</sup> day of ~~December~~<sup>January</sup>, 2016.



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**KEITH H. JOHNSON,**  
Registered Agent

APPROVE  
AND  
FILED  
16 JAN 15 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA