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THE KRAMER LAW FIRM P.A.

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Division of Corporations

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SECRETARY OF STATE
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FLORIDA PROFIT/NON PROFIT CORPORATION

Wendy W. Happney P.A.

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DIVISION OF CORPORATIONS

APR 01 2016

T. SCOTT

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**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION**

The undersigned natural person, competent and licensed by the Department of Business and Professional Regulation to practice under Florida Statutes Chapter 475 in the State of Florida, acting hereby as incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

I

The name of the corporation shall be WENDY W. HAPPNEY P.A.

The principal office of this corporation shall be:

421 San Juan Avenue
Naples, Florida 34113

The mailing address of this corporation shall be:

421 San Juan Avenue
Naples, Florida 34113

II

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in the professional practice of real estate through its officers, agents and employees who shall be duly licensed within the State of Florida to render professional services as licensed real estate brokers and salespersons.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized under Florida Statutes Chapter 475 to render the same professional service as this corporation.
- c. To engage in no business other than the rendition of the professional services specified herein.
- d. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of

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Florida.

III

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at \$1 per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

The corporation shall have perpetual existence.

V

The address of the corporation's initial registered office is 421 San Juan Avenue, Naples, Florida 34113, and the name of its initial registered agent at said address is Wendy W. Happney.

VI

The name and address of the incorporator is as follows:

Wendy W. Happney
421 San Juan Avenue
Naples, Florida 34113

VII

The corporation shall have a board of directors consisting of one person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than one. The name and address of the initial director of this corporation is:

Wendy W. Happney
421 San Juan Avenue
Naples, Florida 34113

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VIII

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

IX

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder=s shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.


XI

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

XII

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the board of directors and shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation, this _____ day of March, 2016.


WENDY W. HAPPNEY, Incorporator

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STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared WENDY W. HAPPNEY to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 17 day of March, 2016.





NOTARY PUBLIC

Print Name: STACY COLLINS
State of Florida at Large

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation. Further, I acknowledge that I am familiar with and accept the obligations of that position.


WENDY W. HAPPNEY

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