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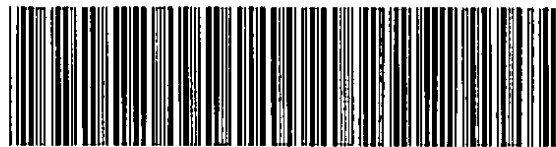
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*Law Office Of Christine N. Failey, P.A.*

PO Box 5504

St. Petersburg, FL 33732

(888) 753-7370 / cfailey@faileylaw.net

July 2, 2022

Division of Corporations

Corporate Filings

PO Box 6327

Tallahassee, FL 32314

RE: Filing of Adrienne Nole, P.A.

Dear Sir or Madam:

Please find the enclosed Articles of Incorporation regarding Adrienne Nole, P.A., a professional services for-profit corporation.

Enclosed please find a check in the amount of \$78.75 for the filing fee. I would like a certified copy of my client's articles of incorporation. In that regard, please find a self-addressed stamped envelope for your convenience.

Please do not hesitate to contact me at the corporate mailing address/email above if you have any questions or concerns.

Thank you for your assistance.

Sincerely yours,



Christine N. Failey, Esq.

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**ARTICLES OF INCORPORATION**

**OF**

**ADRIENNE NOLE, P.A.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Professional Service Corporation for profit under Chapter 621 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is Adrienne Nole, P.A., (hereinafter "Corporation.")

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in the practice of rendering real estate services as permitted under the laws of the United States and the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The physical address of the principal place of this Corporation is 22833 Collridge Dr., Land O' Lakes, Florida 34639. The mailing address of the of this Corporation is 22833 Collridge Dr., Land O' Lakes, Florida 34639-4078.

**ARTICLE 4 - INCOPORATOR**

The name and street address of the incorporator of this Corporation is:

Christine N. Failey  
1827 Oklahoma Ave NE  
St. Petersburg, Florida 33703

**ARTICLE 5 - OFFICERS**

The Officer(s) of the Corporation shall be:

President: Adrienne Nole  
Secretary: Adrienne Nole

whose mailing address shall be the same as the mailing address of the Corporation.

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## **ARTICLE 6 - DIRECTORS**

The Director(s) of the Corporation shall be:

Adrienne Nole

whose mailing address shall be the same as the mailing address of the Corporation.

## **ARTICLE 7- CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of Common Stock, each share having the par value of ONE DOLLAR (\$1.00).

7.2 All holders of shares of Common Stock shall be identical with each other in every respect and the holders of common share shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of Common Stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify and unissued stock from time to time by setting or changing the preferences, conversions or other rights; voting powers, restrictions, limitations as to dividends, qualifications, or terms or condition or redemption of the stock.

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## **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect, and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action or make any transfer or other disposition of the shareholders; shares of stock in the Corporation, which will result in the termination or revocation of such election of an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

## **ARTICLE 9 - SHAREHOLDER'S RESTRICTIVE AGREEMENT**

All of the shares of Common Stock of this Corporation may be subject to a Shareholder's Restrictive Agreement containing of numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholder's Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

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#### **ARTICLE 12 - REGISTERED OWNERS**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of the registered office of this Corporation is 1827 Oklahoma Ave NE St. Petersburg, Florida 33703. The name and address of the registered agent of this Corporation is Christine N. Failey, 1827 Oklahoma Ave NE, St. Petersburg, Florida 33703.

#### **ARTICLE 14 - BYLAWS**

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon filing.

#### **ARTICLE 16 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

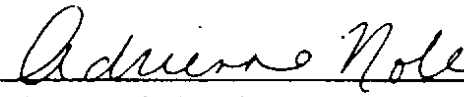
#### **ARTICLE 17 - INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director officer was party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if

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authorized in the specific case after determination , in the manner required by the Board of Director(s) that indemnification of the director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Director(s) that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Director(s). The indemnification and advancement of attorney fees and expenses for directors, officers, employees or agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation , as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer employee or agent of the Corporation which is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All referenced in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expense to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expense to any such person by contract or in any other manner. If any word, clause, or sentence of the foregoing provisions regarding the indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable, and the other provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director," "officer," "employee," "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS THEREOF, the undersigned, an authorized representative of the shareholder(s) has made and subscribed to these Articles of Incorporation at Tampa, Florida for the foregoing uses and purposes this 1st day of July 2022.

  
Adrienne Nole, President

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Christine N. Failey, as having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with, and accepts the obligations of the position of Registered Agent under Chapter 607, Florida Statutes and other applicable Florida Statutes.

Christine N. Failey

By: Christine N. Failey  
Christine N. Failey, Esq.

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