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(Address)

(City/State/Zip/Phone #)

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MAR 29 04 11 PM  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T.J.H  
3/26/24

## COVER LETTER

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Kelley Kathryn Smith, PA  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☒ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

**FROM:** Wade Wilson CPA, PA  
Name (Printed or typed)  
  
1124 East Yonge St.  
Address  
  
Pensacola, FL 32503  
City, State & Zip  
  
850-438-1122  
Daytime Telephone number  
  
kelley@thezimmernteam.com  
E-mail address: (to be used for future annual report notification)

**NOTE:** Please provide the original and one copy of the articles.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2004 FEB 29 PM 4:53

FILED

***Articles of Incorporation  
For  
Kelley Kathryn Smith, P.A.***

---

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of the State of Florida and located in the county of Santa Rosa, hereby adopt(s) the following Articles of Incorporation:

---

***Article I: Corporate Name***

The name of this corporation shall be as follows:

Kelley Kathryn Smith, P.A.

---

***Article II: Initial Principal Office***

The initial location of the office space and the initial mailing address for this business will be:

1913 Lodgepole Dr.  
Milton, FL 32583  
(850) 698-4902

---

***Article III: Shares of Stock***

The total number of shares of stock that this corporation shall have authority to issue is 100 shares of stock (certificates will be issued). The initial investment made by shareholders is listed in the stock log.

All shares of stock transfer and/or sale will be recorded on this log. It will be maintained in a secure place in addition to the original stock certificates being held by the Shareholder.

---


FILED  
FEB 29 9M 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ***Article IV: Registered Office & Agent***

The name and street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Kelley Kathryn Smith  
Kelley Kathryn Smith, P.A.  
1913 Lodgepole Dr.  
Milton, FL 32583  
Santa Rosa  
(850) 698-4902

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

  
\_\_\_\_\_  
Signature

February 12, 2024  
Date

---

## ***Article V: Purpose of this Corporation***

The purpose for the formation of this corporation is to organize this company in a fashion that will allow the shareholders to function/provide real estate services in any lawful manner permitted by the laws of the State of Florida.

This corporation will be listed with the IRS as an "S" Corporation. The necessary documents will be filed as soon as the EIN number is obtained.  
(Estimated that filing will be completed by 03/01/2024).

---

## ***Article VI: Directors***

The names and addresses of the persons constituting the initial board of directors of this corporation are:

Name: Kelley Kathryn Smith	President/Secretary
Address: 1913 Lodgepole Dr.	
City & State: Milton, FL 32583	

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting in which directors will be elected.

2024 FEB 29 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

## ***Article VII: Liability of Directors***

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for:

- 1) breaches of duty of loyalty,
- 2) acts or omissions not in good faith,
- 3) acts or omissions that involve intentional misconduct,
- 4) acts or omissions that involve knowing violations of law continuation of the limits of liability for the directors,
- 5) declaration of unlawful dividends,
- 6) unlawful stock repurchases,
- 7) unlawful stock redemption,
- 8) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

---

## ***Article VIII: Other Provisions***

### **Preemptive Rights:**

This corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

### **Director or Officer Interest:**

In the absence of fraud, no transaction between this corporation and any other association corporation or any director or officer of this corporation individually shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

FILED  
FEB 29 94 10 51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### **Stock Transfer Restriction:**

No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the same price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer at any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its' option to purchase the shares of stock, it shall notify the shareholders in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

### **Corporate Seal:**

This Corporation will not have a seal.

### **Execution of Written Instruments:**

All instruments that are executed on behalf of this corporation which are acknowledged, and which affect an interest in real estate shall be executed by the President or the Vice-President and Secretary or the Vice-President and Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer or agent that is specifically designated by resolution of the board of directors.

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FILED

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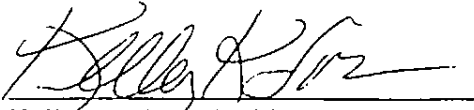
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ***Certification***

**State of Florida:**

**County of Santa Rosa:**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

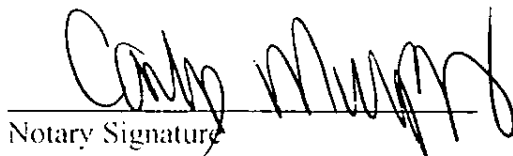
  
Kelley Kathryn Smith, Incorporator

President/Secretary  
Title

February 12, 2024  
Date

Kelley Kathryn Smith  
Incorporator and Registered Agent for  
Kelley Kathryn Smith, P.A.  
19136 Lodgepole Dr.  
Milton, FL 32583

Subscribed and sworn to (or affirmed) before me this the 12th day of February 2024, with incorporation effective date of March 1, 2024.

  
Notary Signature

Carly Murphy  
Notary Name

Notary Stamp or Seal:

Commission Expires on:

August 5, 2024



**FILED**  
FEB 29 PM 1:51  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

***Articles of Incorporation  
For  
Kelley Kathryn Smith, P.A.***

---

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of the State of Florida and located in the county of Santa Rosa, hereby adopt(s) the following Articles of Incorporation:

---

***Article I: Corporate Name***

The name of this corporation shall be as follows:

Kelley Kathryn Smith, P.A.

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***Article II: Initial Principal Office***

The initial location of the office space and the initial mailing address for this business will be:

1913 Lodgepole Dr.  
Milton, FL 32583  
(850) 698-4902

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***Article III: Shares of Stock***

The total number of shares of stock that this corporation shall have authority to issue is 100 shares of stock (certificates will be issued). The initial investment made by the shareholders is listed in the stock log.

All shares of stock transfer and/or sale will be recorded on this log. It will be maintained in a secure place in addition to the original stock certificates being held by the Shareholder.

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FILED  
2006 FEB 29 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA




#### ***Article IV: Registered Office & Agent***

The name and street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Kelley Kathryn Smith  
Kelley Kathryn Smith, P.A.  
1913 Lodgepole Dr.  
Milton, FL 32583  
Santa Rosa  
(850) 698-4902

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

  
\_\_\_\_\_  
Signature

February 12, 2024  
Date

---

#### ***Article V: Purpose of this Corporation***

The purpose for the formation of this corporation is to organize this company in a fashion that will allow the shareholders to function/provide real estate services in any lawful manner permitted by the laws of the State of Florida.

This corporation will be listed with the IRS as an "S" Corporation. The necessary documents will be filed as soon as the EIN number is obtained.  
(Estimated that filing will be completed by 03/01/2024).

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#### ***Article VI: Directors***

The names and addresses of the persons constituting the initial board of directors of this corporation are:

Name: Kelley Kathryn Smith	President/Secretary
Address: 1913 Lodgepole Dr.	
City & State: Milton, FL 32583	

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting which directors will be elected.

FILED  
FEB 29 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ***Article VII: Liability of Directors***

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for:

- 1) breaches of duty of loyalty,
- 2) acts or omissions not in good faith,
- 3) acts or omissions that involve intentional misconduct,
- 4) acts or omissions that involve knowing violations of law continuation of the limits of liability for the directors,
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Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

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## ***Article VIII: Other Provisions***

### **Preemptive Rights:**

This corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

### **Director or Officer Interest:**

In the absence of fraud, no transaction between this corporation and any other association corporation or any director or officer of this corporation individually shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

### **Stock Transfer Restriction:**

No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the same price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer at any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholders in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

### **Corporate Seal:**

This Corporation will not have a seal.

### **Execution of Written Instruments:**

All instruments that are executed on behalf of this corporation which are acknowledged, and which affect an interest in real estate shall be executed by the President or the Vice-President and Secretary or the Vice-President and Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer or agent that is specifically designated by resolution of the board of directors.

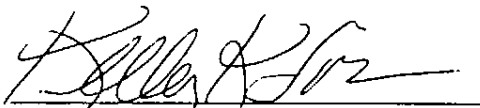
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**County of Santa Rosa:**

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Kelley Kathryn Smith, Incorporator

President/Secretary

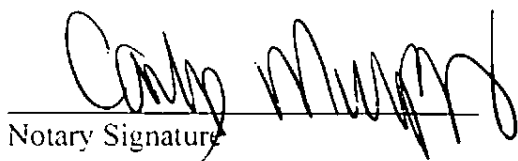
Title

February 12, 2024

Date

Kelley Kathryn Smith  
Incorporator and Registered Agent for  
Kelley Kathryn Smith, P.A.  
19136 Lodgepole Dr.  
Milton, FL 32583

Subscribed and sworn to (or affirmed) before me this the 12th day of February 2024, with incorporation effective date of March 1, 2024.

  
Notary Signature

Carly Murphy

Notary Name

Notary Stamp or Seal:

Commission Expires on:

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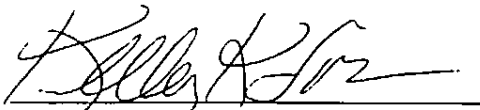


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**County of Santa Rosa:**

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President/Secretary

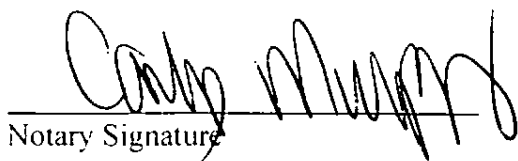
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February 12, 2024

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Notary Signature

Carly Murphy

Notary Name

Notary Stamp or Seal:

Commission Expires on:



August 5, 2024