

P95000001796

FRANK A. ZACHERL III, ESQ.
(Requestor's Name)

1876 N UNIVERSITY DR SUITE 308-D

(Address)
PLANTATION, FL 33322-4102

(City, State, Zip) (Phone #)

RECEIVED BY THE
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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DALLAS FINANCIAL GROUP, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
DALLAS FINANCIAL GROUP, INC.**

The undersigned natural person acting as Incorporator for the purpose of forming a Corporation for profit under the provisions of Section 607 Florida General Corporation Act does hereby adopt the following Articles of Incorporation

ARTICLE I - NAME

The name of this corporation shall be Dallas Financial Group, Inc.

ARTICLE II - PURPOSE

The general purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida

ARTICLE III - EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 15741 Turnberry Drive Miami Lakes FL 33014

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future with a value in the judgment of the directors equivalent to or greater than the full par value of the shares.

ARTICLE VI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1576 N University Drive, Suite 308-D Plantation, Florida 33322-4102 and the name of the initial registered agent of this corporation at that address is Frank A. Zachert III

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation is as follows

<u>Name</u>	<u>Street Address</u>
Dallas Gory	15741 Turnberry Drive Miami Lakes, FL 33014

ARTICLE IX - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation, but shall never be less than one. The name and street address of the initial director of this corporation is

<u>Name</u>	<u>Street Address</u>
Dallas Gory	15741 Turnberry Drive Miami Lakes, FL 33014

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE XI - BYLAWS

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XII - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modifications. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend, or repeal the bylaws of this corporation.

ARTICLE XIII MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting without prior notice and without a vote if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action

Any action required or permitted by law to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the Board of Directors

ARTICLE XIV - QUALIFICATION OF SHAREHOLDERS

The shares of this corporation may be issued, owned and registered in the name of any individual who is duly authorized and licensed to practice law in the State of Florida. In the event that a shareholder

- (a) becomes disqualified to practice law in this State or
- (b) is elected to public office or accepts employment that, pursuant to law, places restrictions or limitations upon his/her continued rendering of the professional services of an attorney, or
- (c) sells, transfers, hypothecates or pledges or attempts to sell, transfer, hypothecate, or pledge any share of this corporation to any person ineligible by law or by virtue of these Articles of Incorporation, the corporation's bylaws or shareholders agreements to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of these Articles of Incorporation, the bylaws of this corporation or shareholder agreements, or
- (d) suffers an execution to be levied upon his shares or such shares are subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such shares in some person other than the shareholder

then the shares of such shareholder shall immediately stand forfeited and such shares shall be immediately canceled by this corporation and the shareholder or

other person in possession of such shares shall be entitled only to receive payment for the value of such shares which in the absence of bylaw provision or written agreement among its shareholders shall be the book value thereof as of the last day preceding the month in which any of the events enumerated above occurs. The shareholder whose shares become so forfeited and are so canceled by the corporation shall forthwith cease to be a shareholder and except to receive payment for his shares in accordance with the foregoing and payment of any other sums then lawfully due and owing to said shareholder by the corporation such shareholder shall then and thereafter have no further financial interest of any kind in the corporation

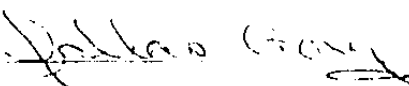
ARTICLE XV - STOCK TRANSFERS

No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice law in the State of Florida

ARTICLE XVI - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses including attorneys fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may in the discretion of the Board of Directors include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF the undersigned, as Incorporator, has executed these Articles of Incorporation this 31st day of December 1994


Dallas Gory, Incorporator

STATE OF FLORIDA)


)

S S

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared Dallas Gory personally known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 31st day of December 1994



Notary Public - State of Florida
At Large

FRANK ZACHRY

Written Name of Notary Public

1876 N. W. 5-3480

Address of Notary Public

Commission Number of Notary Public

My Commission expires

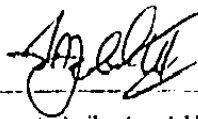


FRANCIS A ZACHRY, III
My Commission CC341047
Expires Jan. 13, 1998
Bonded by HAI
800-422-1558

ACCEPTANCE AS REGISTERED AGENT

In pursuance of Chapter 48-051 Florida Statutes, the following is submitted in compliance with said Act:

FIRST that DALLAS FINANCIAL GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Miami Lakes, County of Dade, State of Florida, has named FRANK A. ZACHERL III, who is located at 1576 N. University Drive, Suite 305-D, City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this State.

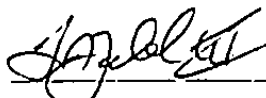


Frank A. Zacherl III

Title Registered Agent

Dated 12-31-94

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED BUSINESS ORGANIZATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.



Frank A. Zacherl III

Dated 12-31-94

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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