

P95000009924

120 INTERNATIONAL PARKWAY, SUITE 220
HEATHROW, FL. 32746

(Address)

(City, State, Zip)

(Phone #)

900001382819
01/18/95--01054--016
*****70.00 *****70.00

OFFICE USE ONLY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -7 AM 8:29

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

1. _____
(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

W95.1463
691,615

1-20

Examiner's Initials

KAN



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 20, 1995

JACK BINGHAM
120 INTERNATIONAL PKWY.
SUITE 220
HEATHROW, FL 32746

SUBJECT: BINGHAM REALTY ASSOCIATES INC.
Ref. Number: W95000001463

We have received your document for BINGHAM REALTY ASSOCIATES INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 495A00002518

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB -7 AM 8:29

OF

BINGHAM REALTY ASSOCIATES INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is

BINGHAM REALTY ASSOCIATES INC.

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

REAL ESTATE

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation

and the mailing address is the same.

120 INTERNATIONAL PARKWAY, SUITE 220
HEATHROW, FL. 32746

ARTICLE 4 - INCORPORATOR

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

JACK BINGHAM
120 INTERNATIONAL PARKWAY, SUITE 220
HEATHROW, FL. 32746

ARTICLE 5 - PRESIDENT

The initial President of the Corporation shall be JACK BINGHAM whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

6.2 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 directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors 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 directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any 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 term or conditions of redemption of the stock.

ARTICLE 7 - 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.

7.1 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.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other 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 to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.3 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 1976, as amended."

ARTICLE 8 - 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 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - TITLE

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 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 11 - REGISTERED OFFICE AND REGISTERED AGENT

JACK BINGHAM-BROKER OF RECORD
BINGHAM REALTY ASSOCIATES INC.
120 INTERNATIONAL PARKWAY, SUITE 220
HEATHROW, FL. 32746

ARTICLE 12 - BYLAWS

The Board of Directors of the Corporation shall have 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 Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

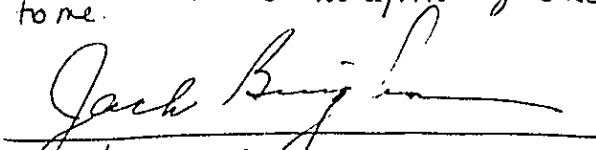
ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.


ARTICLE 14 - AMENDMENT

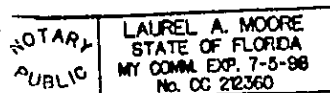
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by 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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 13th day of January, 1995 by Jack Bingham who is personally known to me.


JACK BINGHAM

State of Florida
County of Seminole


Laurel A. Moore



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BINGHAM REALTY ASSOCIATES INC.
2. The name and address of the registered agent and office is:

JACK BINGHAM

(NAME)

120 INTERNATIONAL PARKWAY - SUITE 220

(P. O. BOX NOT ACCEPTABLE)

HEATHROW FL 32746

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE

Jack Bingham

DATE

2-1-95

AUTHORIZED SHARES OF COMMON STOCK = 1000 SHARES
EACH HAVING A PAR VALUE OF \$1.00 (ONE DOLLAR)

Jack Bingham

P95000009924

Florida Dept. of State
Div. of Corporations
PO Box 6327
Tallahassee, Fl. 32314
Aug. 3, 1995

Please find enclosed the Articles of Dissolution form, my original letter to you,
your return letter and the required filing fee check for \$35.00 for the closing of our
business named Bingham Realty Assoc. Inc. (Doc # P95000009924)

Regards;

Jack Bingham

Jack Bingham
1321 Chestwood Cove
Heathrow, Fl. 32714
407-333-9274

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****35.00 *****35.00

VOID IS
RPG 8/11

Bingham Realty Assoc. Inc.

**Toni Bingham
120 International Pkwy. Suite 220
Heathrow, Fl. 32746
(407) 444-2845**

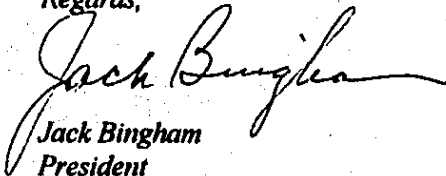
*Florida Dept. of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314
July 24, 1995*

To whom it may concern;

This is to notify you of the dissolution of the corporation named BINGHAM REALTY ASSOCIATES INC. as of July 31, 1995. The Articles of Incorporation for this company were filed on February 7, 1995 and assigned document # P9500009924. (Letter # 495A00005091)

The EIN # assigned by the I.R.S. for this S-Corporation is 59-3298089. They will be notified also.

Regards,


**Jack Bingham
President**

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is

BINGHAM REALTY ASSOCIATES, INC.

SECOND: The articles of incorporation were filed on FEB 7, 1995

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued.

☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 3 day of AUGUST, 1995

Signature

Jack Bingham
(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)

JACK BINGHAM

(Typed or printed name)

PRESIDENT

(Title)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA