

THOMAS J. LONGMAN, P.A.

Certified Public Accountant

TELEPHONE
(305) 892-8598
FAX
(305) 893-7000

ONE BISCAYNE PLACE
11008 BISCAYNE BLVD.
SUITE 205
MIAMI FL 33141

February 3, 1995

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines
Tallahassee, Florida 32399

RE: Articles of Incorporation for:
HOMEFACTS REALTY, INC.
3696 N. FEDERAL HWY., SUITE 101
FT. LAUDERDALE, FLA. 33308

FILED
95 FEB 28 PM 1:08
TALLAHASSEE, FLORIDA

Gentlemen:

Please find enclosed the Articles of Incorporation for HOMEFACTS REALTY, INC., along with our check in the amount of \$122.50 to cover the costs for filing.

Kindly file the Articles, assign us a charter number and furnish us with a certified copy of the Articles for our corporate stockbook.

Please establish the above named corporation and return certified copy to the undersigned.

Thank you very much for your prompt attention and assistance in this matter. If you have any questions or require any additional information, please call (305) 892-8598.

Very truly yours,

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-02/23/95--01067--025
***122.50 ***122.50

THOMAS J. LONGMAN, P.A.
Certified Public Accountant

:ma
Enclosures

ARTICLES OF INCORPORATION
OF
HOMEFACTS REALTY, INC.

FILED
95 FEB 29 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of this corporation, pursuant to Chapter 607, Florida Statutes, as amended, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is HOMEFACTS REALTY, INC.,
3696 N. FEDERAL HWY., SUITE 101 FT. LAUDERDALE, FLA. 33308.

ARTICLE II

The purpose of this Corporation shall be to carry on any business or enterprise which may be exercised by a corporation, organized pursuant to the Florida General Corporation Act.

The corporation has been organized for the purposes of transacting any or all lawful business, and may do any and all things herein mentioned as fully as and to the same extent as a natural person might or could do.

(a) To engage in all aspects of business allowed by law concerning real and personal property;

(b) To purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of and to invest, trade, deal in, and deal with goods, wares, merchandise, or other personal property of every class and description whatsoever;

(c) To buy, sell, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said businesses; to carry on any lawful business necessary or incidental to the accomplishment of the purpose or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles.

(d) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business affairs and without limit as to amount; to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issuance and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

(e) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or realized upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing

shares of or interests in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the liquidation or re-organization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

(f) To do any and all things necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood, that the enumeration of specific powers in these Articles of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

This corporation shall have perpetual existence unless earlier dissolved pursuant to law.

ARTICLE IV

This corporation is authorized to issue Five Hundred (500) Shares at One DOLLAR (\$1.00) Par Value Common Stock, which

shall be designated "Common Shares". The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as they may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of this corporation. All of such stock, when issued, shall be fully paid for, and exempt from assessment.

ARTICLE V

Each shareholder of any class of stock in this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury share of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any unissued or treasury shares.

ARTICLE VI

The amount of capital with which this corporation will begin business shall not be less than Five Hundred DOLLARS (\$500.00).

ARTICLE VII

The name and street address of the first Director of this Corporation who shall hold office for the first year or until his successors are chosen shall be:

PATRICK C. SHANAHAN
1480 N.W. 14TH AVENUE
BOCA RATON, FLORIDA 33486

ARTICLE VIII

The initial Board of Directors shall consist of One (1) member. The number of directors may be increased or decreased from time to time by a vote of stockholders, but in no case shall the number of Directors be less than One (1).

ARTICLE IX

The street address of the initial registered office of this corporation is:

3696 N. FEDERAL HWY., SUITE 101 FT. LAUDERDALE, FLA. 33308, and the name of the initial registered agent of this corporation is:

PATRICK C. SHANAHAN

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE X

The name and street address of the original incorporator of these Articles of Incorporation is:

THOMAS J. LONGMAN C.P.A., P.A.
11098 BISCAYNE BLVD., SUITE 205
MIAMI, FLA. 33161

ARTICLE XI

In the absence of fraud, no contract, or other transaction between this corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in, or is a

director, member or officer of any such other corporation, firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction, or in any way connected with any person, firm, association, partnership, or corporation pecuniarily or otherwise interested therein. Any director may be counted in determining the existence of a quorum, at any meeting of the Board of Directors of this corporation, for the purpose of authorizing any such contract, or transaction with like force and effect, as if he were not so interested, or were not a director, member or officer of any such other corporation, firm, association or partnership.

ARTICLE XII

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

The original incorporators of this Corporation shall have the right, upon its organization, to assign and deliver their subscription of stock to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of said assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

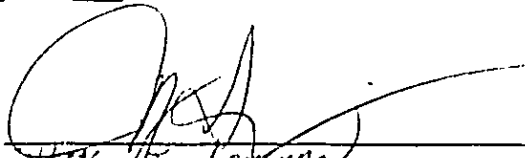
ARTICLE XIII

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

ARTICLE XIV

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts stated are true, and does respectfully agree to take the number of shares hereinabove set forth, and does hereunto set his hand and seal this 15 day of Feb 13, 1995.



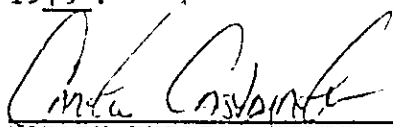
Incorporator

STATE OF FLORIDA)
) <:
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, Thomas J. Longman who is known to me to be the person described in and who executed the foregoing Articles of Incorporation, and who, being by me first duly sworn on oath, stated and acknowledged before me, that the said Articles are the act and deed of the signer respectively and respectfully, and the facts and matters therein set forth are true and correct.

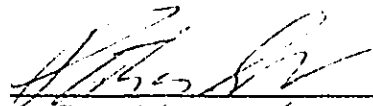
IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid, this
15 day of February, 1995.

My Commission Expires:
 OFFICIAL SEAL
Patricia Castiglione
My Commission Expires
June 18, 1996
Comm. No. CC 209249


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

HAVING BEEN NAMED to accept service of process for the
stated corporation, at the place designated in these Articles of
Incorporation, 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.

PATRICK C. SHANAHAN
3696 N. FEDERAL HWY., SUITE 101
FT. LAUDERDALE, FLA. 33308


✓ Patrick C. Shanahan
Registered Agent

Date: 2/13/95

FILED
95 FEB 29 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

• FILE NOW. FILING FEE AFTER MAY 1 IS \$225.00 •

CORPORATION
ANNUAL REPORT
1994



FLORIDA DEPARTMENT OF STATE
Jim Smith,
Secretary of State
DIVISION OF CORPORATIONS

AMENDED AR
AND
FILED

61-25

P11

95 APR -4 PH 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000001448820
-04/08/95--01020--008
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DO NOT WRITE IN THIS SPACE

1. Corporation Name
Homefacts Realty, Inc
DOCUMENT #
P95000614871

Mailing Address
3696 N. Federal Hwy. #102
Ft Lauderdale, FL 33308
Principal Place of Business
Sane

If above addresses are incorrect in any way, flow through incorrect information and enter correction below

2. Mailing Address
21 Suite, Apt. #, etc.
22 City & State
23 Zip
24 Country
25
26 Principal Place of Business
27 Suite, Apt. #, etc.
28 City & State
29 Zip
30 Country

3. Date incorporated or Qualified
2/22/95
3a. Date of Last Report
4. FEI Number
65-0559962
5. Certificate of Status Desired
\$8.75 ☐ **Not Applicable**
6. Election Campaign Financing Trust Fund Contribution ☐
\$5.00 May Be Added to Fees
7. Nonprofit Exempt from \$130.75 Supplemental Fee ☐
8. This corporation has liability for intangible tax under S 199.032, Florida Statutes ☒ Yes ☐ No

9. Name and Address of Current Registered Agent
Patrick C. Shanahan
1480 NW 14th Ave
Boca Raton, FL 33486

10. Name and Address of New Registered Agent
81 Name
Caroline Castagnolo
82 Street Address (P.O. Box Number is Not Acceptable)
1480 NW 14th Ave
83
84 City
Boca Raton FL 85 Zip Code
33486

11. Pursuant to the provisions of Sections 607.0502 and 607.1508 or Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505 or 617.0503, Florida Statutes.

SIGNATURE **Caroline Castagnolo**

DATE **3/30/95**

12. OFFICERS AND DIRECTORS
11 TITLE
President, Secretary, Director
12 NAME
Caroline Castagnolo
13 STREET ADDRESS
1480 NW 14th Ave
14 CITY - ST - ZIP
Boca Raton FL 33486
21 TITLE
Vice President, Treasurer
22 NAME
Suzanna Winters
23 STREET ADDRESS
1572 NE 28th Street
24 CITY - ST - ZIP
Pompano Beach FL 33064
31 TITLE
32 NAME
33 STREET ADDRESS
34 CITY - ST - ZIP
41 TITLE
42 NAME
43 STREET ADDRESS
44 CITY - ST - ZIP
51 TITLE
52 NAME
53 STREET ADDRESS
54 CITY - ST - ZIP
61 TITLE
62 NAME
63 STREET ADDRESS
64 CITY - ST - ZIP

13. CHANGES TO OFFICERS AND DIRECTORS IN 12
11 TITLE
Delete as Director
12 NAME
Patrick Shanahan
13 STREET ADDRESS
1480 NW 14th Ave
14 CITY - ST - ZIP
Boca Raton FL 33486
21 TITLE
22 NAME
23 STREET ADDRESS
24 CITY - ST - ZIP
31 TITLE
32 NAME
33 STREET ADDRESS
34 CITY - ST - ZIP
41 TITLE
42 NAME
43 STREET ADDRESS
44 CITY - ST - ZIP
51 TITLE
52 NAME
53 STREET ADDRESS
54 CITY - ST - ZIP
61 TITLE
62 NAME
63 STREET ADDRESS
64 CITY - ST - ZIP

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that I have fulfilled all obligations concerning information properly imposed by Chapter 717, Florida Statutes, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607 or Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address

SIGNATURE: **Caroline Castagnolo** 3/30/95 3055636402
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Confirmation Number

MINUTES OF SPECIAL MEETING
OF BOARD OF DIRECTORS OF
HOMEFACTS REALTY, INC.

Date: March 30, 1995

Time: 12:00 P.M.

Place: 3696 North Federal Highway
Fort Lauderdale, FL 33308

A special meeting of the Board of Directors of the above Corporation was held on the above date, at the above time and place. The following persons were present at the meeting:

Directors: Patrick Shanahan

Others Present: None

Waiver of Notice. By their signature on these Minutes, the directors hereby acknowledge their Waiver of Notice.

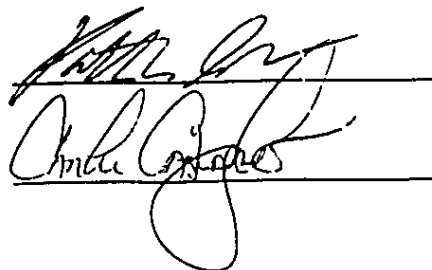
Chairman and Secretary. The Board of Directors elected Patrick C. Shanahan to be Chairman of this meeting and for Patrick C. Shanahan to be Secretary.

Business. A motion was duly made and carried to name Susanne Winters as Vice President and Treasurer of the Corporation.

A motion was duly made and carried to name Caroline Castagnolo as President, Secretary and Director of the Corporation.

The resignation of Patrick Shanahan as an Officer and Director was accepted.

BE IT RESOLVED, that a form be filed with the Secretary of State to reflect such appointment.



Two handwritten signatures are present at the bottom right of the document. The first signature is written over a horizontal line and appears to be 'Patrick C. Shanahan'. The second signature is written below the first, also over a horizontal line, and appears to be 'Caroline Castagnolo'.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 14, 1995

THOMAS LONGMAN, PA
11098 BISCAYNE BLVD.,
SUITE 205
MIAMI, FL 33161

The Articles of Incorporation for HOMEFACTS REALTY, INC. were filed on February 22, 1995 and assigned document number P95000014871. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Bobbie Eldridge, Senior Corporate Section Administrator
New Filings Section

Letter Number: 895A00008080