

P 95000057809

July 29, 1995

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

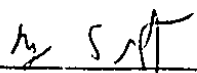
Re: Southern Real Estate Association

Dear Representative:

Enclosed in duplicate are Articles of Incorporation for the above-referenced corporation, along with the Registered Agent Certificate and a check in the amount of \$122.50 to cover the filing fees and costs. If the above is in order, please file and send me a certified copy.

If you need any additional information, please call me. Thank you.

Sincerely,



Randy Schwartz
7025 Augusta National Drive
Orlando, FL 32822
(407) 438-1400

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FLORIDA DEPARTMENT OF STATE

July 12, 1995

Sandra B. Mortham
Secretary of State

RANDY SCHWARTZ
7025 AUGUSTA NATIONAL DRIVE
ORLANDO, FL 32822

SUBJECT: SOUTHERN REAL ESTATE ASSOCIATION
Ref. Number: W95000014057

We have received your document for SOUTHERN REAL ESTATE ASSOCIATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

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) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 995A00033551

**ARTICLES OF INCORPORATION
OF
SOUTHERN REAL ESTATE ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. NAME

The name of this corporation shall be "Southern Real Estate Association, Inc." and the principal office of Southern Real Estate Association, Inc. shall be located at 7025 Augusta National Drive in the City of Orlando, Orange County, Florida 32822-5017.

ARTICLE 2. PURPOSE

The purpose of Southern Real Estate Association, Inc. is to provide association services to the real estate community by providing, promoting and delivering programs and services that will enhance members' skills and ability to operate their business profitably and ethically, to advance the real estate industry, and to preserve and extend the right to own, use and transfer real property.

ARTICLE 3. MEMBERS

Members of Southern Real Estate Association, Inc. shall be Member Boards/Associations and other classes of Members as shall be determined from time to time by the Board of Directors. The territorial jurisdiction of each Member Board/Association shall be fixed by the Board of Directors.

ARTICLE 4. OFFICERS, BOARD OF DIRECTORS, EXECUTIVE COMMITTEE

Section 1. OFFICERS.

The officers of Southern Real Estate Association, Inc. shall be the President; the President-Elect; the Vice President-Secretary; the Treasurer; and the State Vice Presidents, one from each State; all of whom shall be Members and be elected in accordance with the bylaws.

Section 2. BOARD OF DIRECTORS

A. The Board of Directors shall constitute the governing body of Southern Real Estate Association, Inc.

B. The method of election of the Board of Directors shall be as stated in Southern Real Estate Association, Inc. bylaws.

Section 3. EXECUTIVE COMMITTEE

The Executive Committee shall have full executive power when the Board of Directors is not in session.

ARTICLE 5. BY-LAWS

Bylaws consistent with applicable state laws, these Articles of Incorporation, or the Bylaws and policies of any applicable national level organization may be adopted and amended by the Board of Directors.

ARTICLE 6. AMENDMENTS

The Articles of Incorporation may be amended at any regular meeting of the Board of Directors by a two-thirds vote of the Directors present and voting; provided:

A. A quorum is present,

B. Notice of the amendment, stating the substance thereof, shall have been sent to each Director and each Member Board or governing body of other Membership classes at least 45 days prior to the meeting.

ARTICLE 7. CAPITAL STOCK

- A. This corporation is authorized to issue 10,000,000 shares of \$0.01 par value common stock, which shall be designated "common shares."
- B. All common shares shall be payable in cash, property (real or personal), labor or services in lieu of cash, at such valuation as may be fixed from time to time by the corporation's Board of Directors.

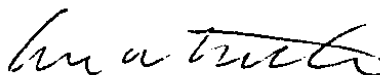
ARTICLE 8. REGISTERED AGENT

Gerald W. Matthews will be Southern Real Estate Association, Inc.'s registered agent to accept service of process within Florida. The registered agent and registered office will be located at 7025 Augusta National Drive, Orlando, Florida 32822.

ARTICLE 9. INCORPORATOR(S)

The name and address of the person signing these articles is Gerald W. Matthews, 7025 Augusta National Drive, Orlando, Florida 32822.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of July, 1995.



Gerald W. Matthews, Incorporator
7025 Augusta National Drive
Orlando, Florida 32822

CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/OFFICE

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

Southern Real Estate Association, ^{INC.} desiring to organize under the laws of the State of Florida, with its principal place of business at 7025 Augusta National Drive, City of Orlando, Orange County, State of Florida, names Gerald W. Matthews as its registered agent to accept service of process within Florida. The registered agent and registered office will be located at 7025 Augusta National Drive, Orlando, Florida 32822.

Signature: 
Gerald W. Matthews

Title: Incorporator

Date: July 29, 1995

Having been named to accept service of process for the above stated corporation, 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.

Signature: 
(Resident Agent)

Date: July 29, 1995

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