

**P96000003005**

**William L. Poyer, Advisor**

458 EIGHTH STREET SOUTH • NAPLES, FLORIDA 33940 • 813 262-7093 • FAX: 813 262-5062

*Licensed Real Estate Broker*

*State Certified General Real Estate Appraiser RZ0001820*

Dec. 5, 1995

Secretary of State  
Division of Corporation  
The Capital  
Tallahassee, Florida 32399

Via Federal Express

FILED  
96 JAN 10 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: William L. Poyer, P.A.

Dear Sir :

Enclosed please find two copies of Articles of Incorporation and Registered Agent's Certificate for a new Florida corporation now being formed -- William L. Poyer, P.A.

Also enclosed please find our check in the amount of \$125.50. This check includes payment for the following :

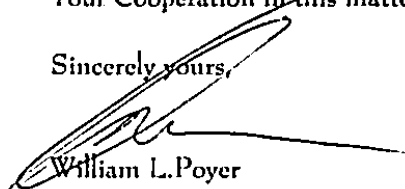
Filing Fee	\$35.00
Registered Agent's Designation	52.50
Certified Copy of Articles	<u>35.00</u>
Total	\$125.50

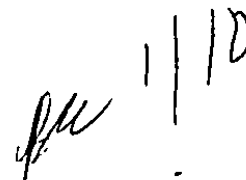
400001672334  
-12/28/95--01001--038  
\*\*\*\*125.50 \*\*\*\*125.50

Please send the certified copy of Articles, along with the duplicate Registered Agent's Certificate, back to the undersigned.  
We are not requesting a certified copy of the Registered Agent's Certificate.

Your Cooperation in this matter is appreciated.

Sincerely yours,

  
William L. Poyer



**ARTICLES OF INCORPORATION**  
**FOR PROFESSIONAL ASSOCIATION**

FILED  
96 JAN 10 AM 11:00  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice Real Estate Consulting in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the Corporation shall be William L. Poyer, P.A.

**ARTICLE II**  
**PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

- a. To engage in every aspect in the practice of Real Estate Consulting and all its fields of specializations, as are engaged in by William L. Poyer, P.A.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be real estate brokers or appraisers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

- a. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be Seven Thousand (7000) shares of common stock at One Dollar (\$1.00) per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the Corporation's stock and certificates shall be issued only to real estate brokers or appraisers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

**ARTICLE IV**  
**DURATION**

The Corporation shall have perpetual existence.

**ARTICLE V**  
**REGISTERED AGENT**

The address of this Corporation's initial registered office is 458 Eighth Street South, Naples, FL 33940, and the name of its initial registered agent at said address is William L. Poyer.

**ARTICLE VI**  
**INCORPORATION**

The name and address of the Incorporator is as follows:  
William L. Poyer, 458 Eighth Street South, Naples, FL 33940.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The Corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

WILLIAM L. POYER

458 EIGHTH STREET SOUTH  
NAPLES, FL 33940

**ARTICLE VIII**  
**INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

**ARTICLE IX**  
**SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

**ARTICLE X**  
**INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XI**  
**INDEMNIFICATION**

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

**ARTICLE XII**  
**BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

**ARTICLE XII**  
**EFFECTIVE DATE**

This Professional Association shall be effective upon filing with the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 8th day of January, 1996.



William L. Poyer, INCORPORATOR/Registered Agent

STATE OF FLORIDA  
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

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The following is submitted in  
compliance with Chapter 607.037,  
Florida Statutes

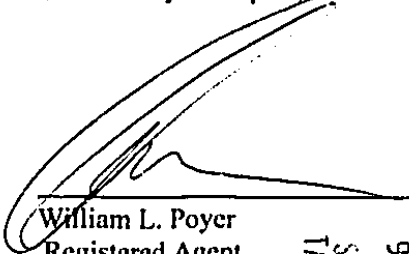
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WILIAM L. POYER, P.A, is a corporation organized under the laws of the State of Florida with its principal office located at 458 Eighth Street South, NAPLES, FLORIDA 33940, in the City of Naples, County of Collier, State of Florida, has named William L. Poyer, located at 458 Eighth Street South, Naples, Fl. 33940, County of Collier, State of Florida, as its agent to accept service of process within the State.

**ACCEPTANCE;**

I agree as Registered Agent to accept service of process; to keep office open during prescribed hours; to post my name ( and any other officers of said corporation authorized to accept service of process at the above Florida designated address ) in some conspicuous place in my office as required by law.

WITNESS my hand this 8th day of January, 1996, in the City of Naples, State of Florida.



William L. Poyer  
Registered Agent

FILED  
96 JAN 10 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA