

P96000008211

F. B. ESTERGREN, P.A.
ATTORNEY AND COUNSELLOR AT LAW
DE EGLIN PARKWAY N.E.
P.O. DRAWER 2167
FT. WALTON BEACH, FLORIDA 32540
(904) 243-0138 FAX (904) 244-2148

January 1996

Corporate Records Division
P.O. Box 6327
Tallahassee 32314

Re: BRUCE R. NAYLOR, P.A.

Gentlemen:

Enclosed are the original and duplicate original copy of the Articles of Incorporation of the above named proposed corporation which have been properly executed.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return to me.

I also enclose Registered Agent designation for filing.

A check is enclosed in the amount \$122.50 to cover the \$35 filing fee, \$52.50 for certified copy of Articles and \$35 for registered Agent designation.

If you should have any question regarding the above, please contact me at the phone number listed above.

FBE/jap

Sincerely,

F. B. Estergren, P.A.

900001695859

01/23/96-01070-015

*****122.50*****122.50

CLERK OF STATE
TALLAHASSEE, FLORIDA

5 JAN 23 AM 10:13

FILED

ARTICLES OF INCORPORATION

OF

BRUCE R. NAYLOR, P.A.

ARTICLE I

NAME

The name of this Professional Service Corporation shall be BRUCE R. NAYLOR, P.A. hereinafter referred to as the corporation.

ARTICLE II

DURATION

The corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Florida Department of State.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of the practice of Licensed Real Estate Broker/Salesman and conducting all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he or she already owns, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

FILED
26 JAN 23 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the corporation is 314 Juniper Island Dr., DeFuniak Springs, FL 32433 and the mailing address of the corporation is 314 Juniper Island Dr., DeFuniak Springs, FL 32433.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 314 Juniper Island Dr., DeFuniak Springs, FL 32433 and the initial registered agent of the corporation at that address is BRUCE R. NAYLOR.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of the corporation is BRUCE R. NAYLOR, 314 Juniper Island Dr., DeFuniak Springs, FL 32433.

ARTICLE IX

INCORPORATORS

The name and address of the person signing these Articles of Incorporation is BRUCE R. NAYLOR, 314 Juniper Island Dr., DeFuniak Springs, FL 32433.

ARTICLE X

BY LAWS

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

SECTION 1244 STOCK

It is the intent of these Articles that the Directors may sell the capital stock of the corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1954, as amended.

IN WITNESS WHEREOF, The undersigned has executed these Articles of Incorporation on the *20th* day of January, 1996.

A handwritten signature in dark ink, appearing to read "Bruce R. Naylor", written over a horizontal line.

Bruce R. Naylor

**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: _____

BRUCE R. NAYLOR, P.A.

2. The name and address of the registered agent and office is:

BRUCE R. NAYLOR
(NAME)

314 Juniper Island Dr.

(P.O. BOX NOT ACCEPTABLE)

DeFuniak Springs, FL 32433

(CITY/STATE/ZIP)

FILED
96 JAN 23 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Bruce R. Naylor

Bruce R. Naylor

DATE

1-20-96