

P96000010972

RICHARD M. ROBBINS  
ATTORNEY AT LAW  
SUITE 302 • 1230 SOUTH MYRTLE AVENUE  
CLEARWATER, FLORIDA 34616  
PHONE (813) 441-1522

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FEB - 1 PM 12:19

January 30, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

000001703690  
-02/01/96--01036--013  
\*\*\*122.50 \*\*\*122.50

Re: Farrell Insurance Agency, Inc.

Gentlemen:

Please find enclosed in duplicate and in executed form  
the Articles of Incorporation for Farrell Insurance Agency, Inc.

I would appreciate it very much if you would file the  
original Articles and attach your certification to the duplicate  
original and return same to this office.

I enclose a check in the amount of \$122.50 to cover the  
filing fee, filing tax, the certified copy of the Articles,  
corporate privilege tax and the fee for registration of the name  
of the registered agent.

Thank you.

Very truly yours,

*Richard M. Robbins*

RMR/mcs  
Enclosures

2/5/96  
*(Signature)*

ARTICLES OF INCORPORATION  
OF  
FARRELL INSURANCE AGENCY, INC.

The undersigned, CHARLES FARRELL, does hereby associate himself for the purpose of becoming incorporated under and by virtue of the laws of the State of Florida and particularly the general corporation law of the State of Florida of 1925 and any laws amendatory thereof or supplementary thereto.

ARTICLE I. NAME

The name of the corporation shall be FARRELL INSURANCE AGENCY, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation shall be:

A. To sell, life and health insurance, primarily Medicare supplement insurance, of all kinds, both domestically and abroad.

B. To carry out and otherwise exercise all of the general powers set forth in Florida Statute 607.011.

ARTICLE III. CAPITAL STOCK

A. The total number of shares of authorized capital stock of this corporation shall be Five Thousand (5,000) shares of common stock and each share shall have a par value of One (\$1.00) Dollar and shall be fully paid and non-assessable.

B. One Thousand (1,000) shares of the stock shall be issued at the commencement of corporate existence. The remaining shares of stock shall remain unissued by the corporation, and such shares shall be retained for the purpose of future expansion, acquisition or other purposes as may be determined by the Board of Directors.

C. The consideration for the issuance of said shares of stock or any part thereof, shall be money current of the United States of America or property or services of value at least equivalent to the full par value of the stock to be issued, the same to be fixed and determined by the Board of Directors of this corporation at any meeting of the Board; but a determination concerning the issuance of certain of the corporation's shares of stock shall not by anywise fix or determine the value of the shares later to be issued out of the remaining authorized but unissued stock. Whenever any shares or share of stock are issued in consideration of payments to be made in property or services, the fair and just value of the property to be transferred or the services to be performed or rendered as a consideration for the issuance of said stock, shall be fixed by the Board of Directors of this corporation at any regular meeting of the Board of Directors or at any special meeting for which the fixing of that value is one of the purposes for which the meeting is called. The judgment and decision of the Board of Directors pertaining thereto shall be conclusive and binding upon all persons whomever

in dealing with the corporation and the stockholders thereof. Any and all shares of stock of this corporation shall be issued for the consideration or for not less than the consideration fixed and determined as aforesaid, whether such consideration be cash, property or services, and any and all of the shares of the corporation's stock shall be fully paid and non-assessable.

D. All shares of the capital stock of this corporation shall be issued in every case subject to the following restrictions and conditions:

1. If any stockholder desires to dispose of any of his stock of the corporation during his lifetime, he shall first give written notice to that effect to the corporation and to the other stockholders. Thereafter the corporation shall have sixty (60) days after receipt of such notice to purchase such stock for the price established by the By-Laws and conditions set forth in the By-Laws.

2. Any shares not purchased within the said sixty (60) day period by the corporation shall be offered to the other stockholders at the same price and terms, and each such stockholder shall have the right within sixty (60) days thereafter to purchase such portion of the stock offered for sale as the number of shares owned by him at such time shall bear to the total number of shares owned by all the other stockholders; provided, however, in the event that any stockholder does not purchase his full proportionate allotment of the stock, the

unaccepted stock may be purchased proportionately by the other stockholders. If all the offered stock is not purchased before the expiration of the second sixty (60) day period above stated, the offering stockholder may dispose of any remaining offered shares in any lawful manner, except that he shall not sell any shares to any other person without first giving the corporation and the other stockholders the right to purchase them at the price and on the terms offered to such other person.

3. As notice of these restrictions and conditions, to all parties, all certificates issued by this corporation shall bear the word "RESTRICTED" prominently placed upon the face of said certificates and shall have set forth thereupon, reference to these restrictions.

4. All of these restrictions and conditions shall be binding without exception on all stockholders, their heirs, executors, representatives, donees and assigns.

#### ARTICLE IV. INITIAL CAPITAL

The amount of the capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually, unless sooner voluntarily dissolved according to law.

#### ARTICLE VI. ADDRESS

The address of the corporation is: 6681 121st Avenue North, Unit I, Largo, FL 34643.

ARTICLE VII. MANAGEMENT

The business of this corporation shall be managed by a Board of Directors. The number of Directors shall be as few as two (2) and not more than six (6).

ARTICLE VIII. DIRECTORS AND OFFICERS

A. This corporation shall have two (2) directors initially. The number of Directors may increase or decrease from time to time in accordance with the By-Laws adopted by the stockholders. Directors shall be full of age and then shall be elected by a majority of the stockholders present and participating at the annual meeting of the corporation and shall hold office after their election for the ensuing year and until their respective successors are duly elected and qualified.

B. The names and addresses of the members of the first Board of Directors are:

CHARLES FARRELL	6681 121st Avenue North, Unit I Largo, FL 34643
MARION E. GAWLOWICZ	3520 Ithaca Street North St. Petersburg, FL 33713

C. Any By-Laws adopted by this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof. Thereafter the By-Laws may be amended by the Board of Directors at any regular meeting of said Board or at any special meeting for which such amendment is one of the purposes for which the meeting is held, by a majority of the Board of Directors present. The Board of

Directors shall have full power to specify the rules and conditions under which stock certificates shall be replaced. The Board of Directors shall conduct, manage and have complete charge of the business and affairs of the corporation.

D. The Board of Directors shall elect the officers of this corporation, who shall consist of a President, a Vice President, a Secretary and a Treasurer, and, in the discretion of the Board, such other and further officers as may be provided by resolution of the Board of Directors. All officers, unless elected to fill a vacancy, shall hold office after their election for the ensuing term and until their respective successors are duly elected and qualified, unless it is provided in the By-Laws that they shall hold office at the pleasure of the Board of Directors.

#### ARTICLE IX. REGISTERED AGENT

The initial registered office of the corporation will be located at 6681 121st Avenue North, Unit I, Largo, Florida 34643, and the name of the initial registered agent shall be CHARLES FARRELL.

#### ARTICLE X. STOCK CERTIFICATE TRANSFER AGENT

A. Every stockholder shall be entitled to have for stock held by him a certificate certifying to the number of shares thereof held of record. The certificates shall be signed by the President and by the Treasurer of the corporation, and sealed with the seal of the corporation.

B. No transfer of stock shall be valid against this corporation, subject to the restrictions above set forth, until it shall have been registered upon the corporation's books and until the person named as the stockholder in the stock certificate shall surrender such stock certificate, and in writing direct the transfer thereof.

C. The corporation shall keep at its office, or at another place easily accessible in the State of Florida, a book to be known as the "Stock Book" containing the names, alphabetically arranged, of every stockholder, showing the number of shares held of record by him. The corporation shall act as its own transfer agent.

#### ARTICLE XI. DIVIDENDS

Dividends may be paid to the stockholders from the net earnings, or from the surplus of the assets over the liabilities including capital but not otherwise, when the stockholders shall so determine.

#### ARTICLE XII. CORPORATE DEPOSITORY

The President shall elect that bank which shall serve as depository for corporate funds. Corporate checks may be drawn and shall be signed by either the President or the Treasurer, and other negotiable papers signed and endorsed as the President may determine.



ARTICLE XIII. SEAL

The corporate seal shall have inscribed thereupon the name of the corporation, FARRELL INSURANCE AGENCY, INC., the year of its incorporation and the word "Seal".

ARTICLE XIV. SUBSCRIBER

CHARLES FARRELL      6681 121st Avenue North, Unit I  
Largo, FL 34643

The subscriber certifies that the proceeds subscribed for will not be less than the amount of capital with which the corporation will begin business as set forth in Article IV above.

IN WITNESS WHEREOF, I the undersigned incorporator have hereunto set my hand and seal this 30<sup>th</sup> day of January, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.

  
\_\_\_\_\_  
CHARLES FARRELL

STATE OF FLORIDA      )  
                                  )  
COUNTY OF PINELLAS    )

BEFORE ME this day personally appeared CHARLES FARRELL, to me personally known to be the individual described in and who executed the foregoing Articles of Incorporation, and, before me

he acknowledged the foregoing signature to be his free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal this 30<sup>th</sup> day of JANUARY, 1996.

Martha C. Stolz  
NOTARY PUBLIC

My commission expires



RECEIVED  
SEP 11 PM 12:20  
STATE OF FLORIDA  
MARATHA C STOLZ  
My Commission CC307339  
Expires Sep. 12, 1998  
Bonded by NFNU  
#00-224-0388

ACCEPTANCE BY REGISTERED AGENT

I, CHARLES FARRELL, hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for FARRELL INSURANCE AGENCY, INC.

Charles Farrell  
CHARLES FARRELL

P96000010972



Charles Farrell  
6681-1 121 Avenue North  
Largo, FL 34643

100001728661

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

**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 checked="" type="checkbox"/>	Amendment <i>MC</i>
<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

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DIVISION OF CORPORATIONS  
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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FARRELL INSURANCE AGENCY INC.

DOCUMENT # P96000010972

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I. THE NAME OF THE CORPORATION  
SHALL BE CHANGED TO "FARRELL FINANCIAL  
SERVICES, INC."

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DIVISION OF CORPORATIONS  
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**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: 2/27/96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 27<sup>TH</sup> of FEBRUARY, 19 96

Signature Charles P. Farrell, PRESIDENT  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

CHARLES P. FARRELL  
Typed or printed name

PRESIDENT / INCORPORATOR  
Title

DOCUMENT # P96 0000 10972

P96000010972

November 11, 1996

To whom it may concern,

Enclosed is a form and a check made to the Department of State to dissolve Farrell Financial Services Inc. If you have any questions concerning this, please contact:

Mr. Charles Farrell  
6681-I 121 Avenue North  
Largo, Fl. 33773

Phone: 813-530-0207  
Fax: 813-535-1401

Thank you.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Sincerely,

*Charles Farrell*  
Charles Farrell

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Uoldis*

VS NOV 22 1996

## 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: FARRELL FINANCIAL  
SERVICES INC. (DOC # P96 0000 10972)

SECOND: The articles of incorporation were filed on: FEB. 5, 1996

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 11<sup>TH</sup> day of NOVEMBER, 19 96

Signature

Charles P. Farrell

(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

CHARLES P. FARRELL

(Typed or printed name)

PRESIDENT

(Title)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA