

P96000017852

2/26/96

Requester's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

300001725343
-02/27/96--01080--024
****122.50 ****122.50

CORPORATION(S) NAME

THE DUNCAN GROUP, INC.



EXPIRE Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> After 4:30	<input type="checkbox"/> Mail Out	

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

F. CHESSEY FEB 27 1996
CERTIFIED
COPY

RECEIVED
96 FEB 27 AM 10:55
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
THE DUNCAN GROUP, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name

The name of the corporation is: THE DUNCAN GROUP, INC.

ARTICLE II

Term of Existence

The date when corporation existence shall commence shall be the date of the filing of these articles of incorporation by the offices of the Florida Department of State and the Corporation shall have perpetual existence thereafter

ARTICLE III

Nature of Business

The Corporation is organized to engage in every aspect of the business of rendering consulting services for professional management and retail services, and other related services and to engage in any and all other lawful business.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue 100 shares of no par value common stock, which shall be designated common shares. The shares shall be held as follows:

Bruce Duncan and Susan Duncan	50 Shares
Rosanne Sammis	50 Shares

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 315 11th Street, West Palm Beach, FL 33401, and the name of its initial registered agent at such address is Michael S. Mersky, Esq.

ARTICLE VI

Directors

The Corporation shall have four (4) directors initially. The number of directors may be increased from time to time by bylaws of the Corporation, provided that the Corporation shall always have at least one director. The name and address of

FILED
56 FEB 27 PM 12:46
TALLAHASSEE, FLA.

the initial directors of the Corporation who shall serve until successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Bruce B. Duncan	8206 SE Palm Street Hobe Sound, FL 33455
Susan L. Duncan	8206 SE Palm Street Hobe Sound, FL 33455
Duncan L. Hurd	1189-A Shibumy Circle West Palm Beach, FL 33415
Rosanne Sammis	8080 SE Camolia Drive Hobe Sound, FL 33455

ARTICLE VII

Principal Place of Business

The principal place of business of this Corporation shall be 8206 SE Palm St., Hobe Sound, FL 33455, which also shall be its mailing address. The Board of Directors may from time to time move the place of business of this Corporation.

ARTICLE VIII

Incorporator

The name and address of the incorporator signing these articles of incorporation are: Bruce B. Duncan, 8206 SE Palm Street, Hobe Sound, FL 33455.

ARTICLE IX

Voting Trusts

No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X

Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE XI

Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE XII
Right of First Refusal

In the event the initial shareholders desire to sell or otherwise convey their shares in the THE DUNCAN GROUP, INC., the remaining initial shareholders shall have the right of first refusal to purchase said shares.

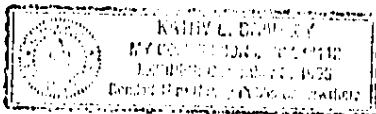
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 23 day of February 1996.


Bruce B. Duncan

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing articles of incorporation were acknowledged before me this 23rd day of February 1996, by Bruce B. Duncan as incorporator. (personally known)

My Commission Expires:



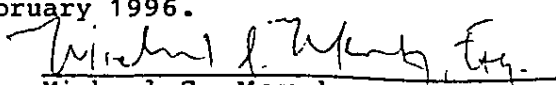

Notary Public, State of Florida

FILED
96 FEB 27 1996
CLERK OF CIRCUIT COURT
PALM BEACH COUNTY
FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent and having been designated to accept service of process for the corporation, at the place designated as the registered office, I hereby agree to serve as registered agent, to comply with all laws regarding the performance of my duties, and to accept the duties and obligations of Section 607.0505 Florida Statutes.

Dated this 23rd day of February 1996.


Michael S. Mersky, Esq.

P96000017852

The Duncan Group, Inc.
Requestor's Name

8206 SE Palm St.
Address

Hobe Sound, FL 33455
City/State/Zip Phone #

FILED
97 SEP 15 PM 2:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

800002293408--9
-09/15/97--01129--007
*****35.00 *****35.00

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

VS SEP 23 1997

Amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE DUNCAN GROUP, INC.**

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

FILED
97 SEP 15 PM 2:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

**ARTICLE IV
Capital Stock**

The Corporation is authorized to issue 100 shares of no par value common stock, which shall be designated common shares. Said shares are owned as follows:

Susan L. Duncan100 Shares

**ARTICLE VI
Directors**

The Corporation shall have two (2) directors. The number of directors may be increased from time to time by bylaws of the Corporation, provided that the Corporation shall always have at least one director. The names and address of directors of the Corporation who shall serve until successors are duly elected and qualified are:

NAME	ADDRESS
Susan L. Duncan	8206 S.E. Palm Street Hobe Sound, Florida 33455
Rosanne Sammis	8080 Camelia Drive Hobe Sound, Florida 33455

**ARTICLE XII
Officers**

Susan L. DuncanPresident

Rosanne Sammis....Vice-President

The foregoing amendments were adopted by the Board of Directors by resolution on August 18, 1997. Shareholder action is not required. The foregoing amendments shall have an effective date of September 1, 1997.

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:

ARTICLE IV shall be effective September 1, 1997. Amendment of **ARTICLE IV** was implemented by Board of Directors resolution of August 18, 1997.

THIRD: The date of each amendment's adoption:

ARTICLE IV: August 18, 1997

ARTICLE VI: August 18, 1997

ARTICLE XII: August 18, 1997

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 18 day of August 1997

Signature Andrew L. Duncan
(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)

SUSAN L. DUNCAN

Typed or printed name

PRESIDENT / CHAIRMAN OF THE BOARD.
Director Title