

P96000039755

RICHARDS, GILKEY, FITE, SLAUGHTER, PRATER & WARD, P.A.

ONE HARBOR BUILDING  
1253 PARK STREET  
CLEARWATER, FLORIDA 34616

TEL (813) 443-3741  
FAX (813) 443-3741

RALPH RICHARDS (TALLAHASSEE)  
JOHN D. FITE  
JOHN E. SLAUGHTER, JR.  
ERNEST D. PRATER  
R. CARLTON WARD  
CYNTHIA L. RICE  
THOMAS J. MANAPHELLER

WILLIAM W. GILKEY  
WILLIAM M. MACKENZIE  
OF COUNSEL

PORT RICHEY OFFICE

HIDE PLACE EXECUTIVE CENTER  
4400 U.S. HIGHWAY 90, SUITE 104  
PORT RICHEY, FLORIDA 34866  
TEL (813) 841-7833  
FAX (813) 841-8749

April 26, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
20th Floor  
Tallahassee, Florida 32301

600001809928  
-05/06/96--01072--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Gustafson and Gustafson, P.A.

Gentlemen:

Enclosed herewith for filing in your office, please find Articles of Incorporation and designation of Registered Agent for the above noted corporation.

We enclose herewith a check payable to your order in the amount of \$122.50 to cover the following:

Filing Fee	\$	35.00
Certified Copy		52.50
Registered Agent Fee		<u>35.00</u>

\$ 122.50

The location of the principal office for the Registered Agent is 1253 Park Street, Clearwater, Florida, 34616.

We shall appreciate your forwarding the certified copy of the Articles to this office.

Very truly yours,

  
R. Carlton Ward

RCW:lrg  
Enclosures

5/9/96

ARTICLES OF INCORPORATION

95 MAY -3 11:13:12

OF

GUSTAFSON & GUSTAFSON, P.A.

I.

NAME

The name of this corporation shall be Gustafson & Gustafson,  
P.A.

II.

PURPOSE

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

To engage in every phase and aspect of the business of  
rendering the same professional services to the public that a real  
estate broker or salesman duly licensed to practice real estate  
under the laws of the State of Florida is authorized to render, but  
such professional services shall be rendered only through the  
corporation's legal officers, employees and agents who are duly  
licensed or otherwise legally authorized under the laws of the  
State of Florida to practice in the real estate profession in such  
state.

To invest its funds in real estate, mortgages, stocks, bonds  
or any other type of investments and to own real and personal  
property necessary for the rendering of the above described  
professional services.

To do all and everything necessary and proper for the  
accomplishment of any of the objects or purposes enumerated in  
these Articles of Incorporation or any amendment thereto, or in the  
furtherance thereof or necessary or incidental to the protection  
and benefit of the corporation, and in general, either alone or in  
association with other corporations, firms or individuals, to carry  
on any lawful pursuit necessary or incidental to the accomplishment  
of the purposes or the attainment of the objectives or the  
furtherance of such purposes or objectives for which this  
corporation is formed, and to have all of the powers conferred upon

this corporation by the laws of the State of Florida or of any other state or country and not prohibited by the professional service corporation act.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes, all as permitted by law.

### III.

#### TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

### IV.

#### CAPITAL STOCK

The authorized capital stock of this corporation shall consist of seven thousand five hundred (7,500) shares of common stock having a par value of \$1.00 per share. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice real estate in the State of Florida. The shares of capital stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

### V.

#### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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.

### VI.

#### ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida shall be: 8410 U.S. 19, Suite 105, Port

Richey, Florida, 34668. The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

VII.

NUMBER OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time as determined by the Bylaws, but shall never be less than one (1).

VIII.

FIRST BOARD OF DIRECTORS

The names and street addresses of the members of the First Board of Directors who shall hold office until their successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Joan M. Gustafson	8410 U.S Highway 19, Suite 105 Port Richey, Florida 34668
Selena M. Gustafson	8410 U.S. Highway 19, Suite 105 Port Richey, Florida 34621

IX.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Joan M. Gustafson	President	8410 U.S. Highway 19 Suite 105 Port Richey, FL 34668
Selena M. Gustafson	Vice President	8410 U.S. Highway 19 Suite 105 Port Richey, FL 34668
Joan M. Gustafson	Secretary	8410 U.S. Highway 19 Suite 105 Port Richey, FL 34668
Joan M. Gustafson	Treasurer	8410 U.S. Highway 19 Suite 105 Port Richey, FL 34668

IX.

SUBSCRIBER

The name and address of the Subscriber of these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
R. Carlton Ward	1253 Park Street Clearwater, Florida 34616

X.

VOTING TRUSTS

No shareholder of this 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.

XI.

TRANSACTIONS IN WHICH OFFICERS OR DIRECTORS ARE INTERESTED

No contract or other transaction between the corporation and any other corporation, association, person or firm, in the absence of fraud, shall be affected, invalid, void or voidable because one or more Directors or Officers of the corporation is or are interested in such contract or transaction as a Director or Officer of the other corporation or association or otherwise interested in or individually or jointly a party to any contract or transaction of this corporation or in which this corporation is interested and no director or officer of this corporation shall incur any liability by reason of the fact that he is or may be interested in any such contract or transaction. A director of the corporation may vote upon any such contract or other transaction between the corporation, any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a director or officer of such subsidiary, controlled, affiliated or other corporation, association or firm and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of a quorum.

XII.

RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the Bylaws any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding share of this corporation by any of its shareholders, or in the event of the death or any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or by and between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the corporation. The manner and form, as well as relevant terms, conditions and details of any such regulatory or restrictive Bylaws or contracts shall be determined by the shareholders of this corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such shares. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

XIII.

ADDITIONAL CORPORATE POWERS

The corporation shall have all and singular the following additional powers:

A. To enter into, or become a partner in, any arrangement for the sharing of profits, union or interests, or cooperation, joint venture or otherwise with any person, firm, or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.

B. At its option to purchase and acquire any and all of its shares owned and held by such shareholder as should desire to sell,

transfer, hypothecate or otherwise dispose of his shares, in accordance with the Bylaws adopted by the shareholders of this corporation, or any agreement among said shareholders filed with the corporation, or any agreement between the corporation and one or more of its shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation is not thereby impaired.

C. At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholders, or any agreement among said shareholder filed with the corporation, or any agreement between the corporation and one or more of its shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation shall not thereby be impaired.

D. To enter into such plans for the benefit of its employees, as the Board of Directors may deem appropriate, including but not limited to one or more of the following:

1. A Pension Plan,
2. A Profit Sharing Plan,
3. A Stock Bonus Plan,
4. A Thrift and Savings Plan,
5. A Stock Option Plan,
6. A Health Insurance Plan,
7. A 401K or Other Retirement, Death Benefit or Incentive Compensation Plan or Plans.

#### XIV.

##### AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

#### XV.

##### INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber being a natural person has executed these Articles of Incorporation this 29 day of April, 1996 pursuant to Chapter 607 and 621, Florida Statutes.

  
\_\_\_\_\_  
R. CARLTON WARD

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First--That Gustafson & Gustafson, P.A. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Port Richey, County of Pasco, State of Florida, has named R. CARLTON WARD located at 1253 Park Street, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
R. CARLTON WARD  
(REGISTERED AGENT)

FILED STATE  
CLERK OF CIRCUIT  
95 MAR -3 PM 12:12

P96000039755

LAW OFFICES

RICHARDS, GILKEY, FITE, BLAUGHTER, PRATEL & WARD, P.A.

RICHARDS BUILDING

1852 PARK STREET

CLEARWATER, FLORIDA 34618

TEL: (813) 443-3881

FAX: (813) 440-3741

RALPH RICHARDS (1983-1990)

JOHN D. FITE

JOHN S. BLAUGHTER, JR.

EMIL G. PRATEL

R. CARLTON WARD

CYNTHIA I. RICE

THRO J. KARAPHILLIS

WILLIAM W. GILKEY  
WILLIAM M. MACHENIE  
OF COUNSEL

PORT RICHEY OFFICE

RIIDE PLAC & NEGATIVE CENTER  
8410 U.S. HIGHWAY 19 - SUITE 104  
PORT RICHEY, FLORIDA 34668  
TEL: (813) 841-7833  
FAX: (813) 841-8748

September 9, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
20th Floor  
Tallahassee, Florida 32399

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-00/13/96---01034---001  
\*\*\*\*\*07.50 \*\*\*\*\*07.50

Re: Gustafson & Gustafson, P.A.

Gentlemen:

Enclosed herewith for filing in your office, please find Articles of Amendment and copy of resolution for the above noted corporation.

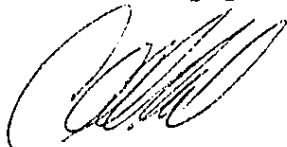
We enclose herewith a check payable to your order in the amount of \$87.50 to cover the following:

Filing Fee	\$	35.00
Certified Copy		52.50
		<hr/>
	\$	87.50

The location of the principal office for the Registered Agent is 8410 U.S. Highway 19, Suite 150, Port Richey, Florida, 34668.

We shall appreciate your forwarding the certified copy of the Articles of Amendment to this office.

Very truly yours,



R. Carlton Ward

N/C

RCW:lrg  
Enclosures

VS SEP 19 1996

FILED  
96 SEP 13 AM 8:25  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GUSTAFSON & GUSTAFSON, P.A.

FILED  
96 SEP 13 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** Article I of the Corporate Charter provides that the name of the corporation shall be GUSTAFSON & GUSTAFSON, P.A.; that it is the desire and intention of all of the parties hereto that the corporate name be changed and that Article I of said Articles of Incorporation be amended to read as follows:


Article I. The name of this corporation shall be:

JOAN M. GUSTAFSON, P.A.

**SECOND:** The date of this amendment's adoption is September 4, 1996.

**THIRD:** The amendment was adopted by the undersigned, being the sole Shareholder, Director Board and Officer of the Corporation.

Dated this 5TH day of September, A. D.  
1996.

  
JOAN M. GUSTAFSON  
President/Director/Shareholder

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY that this day in the next above named State and County before me, an officer duly authorized and acting, personally appeared JOAN M. GUSTAFSON, to me personally known to be

the person described in and who executed the foregoing instrument,  
and acknowledged that she executed the same for the uses and  
purposes therein set forth.

WITNESS my hand and official seal this 5<sup>th</sup> day of  
September, 1996.

Marcia M. Fish  
Name: Marcia M. Fish  
Notary Public  
My Commission expires:

RCW:lrg  
wpwin60\corp\gustaf.amd

