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May 17, 1996

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

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-05/21/96--01035--000
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RE: JOHN S. HUEBNER, P.A.

Dear Sir:

Enclosed for filing is the original Articles of Incorporation, containing Consent of Registered Agent, for a new corporation to be known as JOHN S. HUEBNER, P.A.

Also enclosed is a duplicate copy of the Articles of Incorporation which we will appreciate your certifying and returning to us at the above address.

We attach a check for \$122.50 to cover the following:

Filing Articles of Incorporation	\$ 35.00
Certified Copy of Articles of Incorporation	52.50
Resident Agent Designation	<u>35.00</u>
Total	<u>\$122.50</u> =====

Very truly yours,

Jere F. Daniels
Jere F. Daniels

JFD/gm
Enclosures

FILED
MAY 20 11:10:57
TALLAHASSEE, FLORIDA

BROWN MAY 24 1996

**ARTICLES OF INCORPORATION
OF
JOHN S. HUEBNER, P.A.**

RECORDED
INDEXED
MAY 10 1958
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, and a real estate broker-salesman duly licensed to render services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a professional services corporation under the Professional Service Corporation and Limited Liability Act, and other laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

JOHN S. HUEBNER, P.A.

ARTICLE II

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

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that a real estate broker-salesman, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are licensed under the laws of the State of Florida.

2. To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering

of professional services.

3. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes encumbered in these Articles of Incorporation or any amendment thereof, 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 objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 7,000 shares of common stock having a par value of \$1.00 per share. None of the shares of the corporation may be issued to anyone other than an individual duly licensed as a real estate broker-salesman in the State of Florida.

ARTICLE IV

The amount of capital with which the corporation will

begin business is FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

ARTICLE V

The corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal office of the corporation in the State of Florida is 200 E. Colonial Drive, Orlando, Florida 32801. The Board of Directors may from time to time move the principal office to any other address in the State of Florida, and may also open and maintain other offices within the State of Florida.

ARTICLE VII

The business of the corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one nor more than three; and subject to such minimums may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed the number shall be one.

ARTICLE VIII

The name and street address of the member of the first Board of Directors is:

John S. Huebner	200 E. Colonial Drive
	Orlando, Florida 32801

ARTICLE IX

The name and street address of the person signing the Articles of Incorporation as a subscriber, who is a real estate broker-salesman, duly licensed under the laws of the State of

Florida to render services as such, in:

John S. Huebner

200 E. Colonial Drive
Orlando, Florida 32801

ARTICLE X

1. No one other than an individual who is duly licensed as a real estate broker-salesman under the laws of the State of Florida may own any corporate stock of the corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

2. If any officer, shareholder, agent or employee of the corporation who has been rendering professional services to the public as a real estate broker-salesman becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.

3. In the event there is more than one shareholder in the corporation, before stock is issued to shareholders, they must have negotiated with the other shareholders, and/or the corporation, a buy-and-sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation is terminated for any reason. An

executed copy of the buy-and-sell agreement must be filed with the Secretary of the corporation and made a part of the records of the corporation.

ARTICLE XI

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the corporation may enter into, for the benefit of its employees, one or more of the following: (1) a Pension Plan, (2) a Profit Sharing Plan, (3) a Restricted Stock Option Plan, or (4) other retirement or incentive compensation plans.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, does hereby make and file this Articles of Incorporation, hereby declaring and certifying

that the facts herein stated are true, and agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 17th day of May, 1996.

John S. Huebner
John S. Huebner

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th day of May, 1996, by JOHN S. HUEBNER, who is personally known to me or who produced *Fl. Driver's License* as identification.

NOTARY PUBLIC

Sign: *Helen M. Smith*
Print: HELEN M. SMITH
Commission #: CC225971
My Commission Expires: 9-7-96



HELEN M. SMITH
MY COMMISSION # CC 225971 EXPIRES
September 7, 1996
BONDED THRU TROY FARM INSURANCE, INC.

**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:

That JOHN S. HUEBNER, 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 Orlando, State of Florida, has named JOHN S. HUEBNER, located at 200 E. Colonial Drive, City of Orlando, County of Orange, State of Florida 32801, as its agent to accept service of process within this state.



John S. Huebner

"Incorporator"

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.



John S. Huebner

"Resident Agent"

FILED
95 MAY 20 AM 10:58
CLERK OF COURT
ORANGE COUNTY
FLORIDA