

P96000054051



PRESTIGE MAIL
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 999756 11176A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 25, 1996

ORDER TIME : 12:11 PM

ORDER NO. : 999756

CUSTOMER NO: 11176A

4000001875864
-06/25/96--01132--005
****122.50 ****122.50

CUSTOMER: Gary A. Kahle, Esq
SCHWARZ KAHLE & GEER, P.A.
Suite B
21229 Olean Boulevard
Port Charlotte, FL 33952

DOMESTIC FILING

NAME: BAIN VILLAGE REALTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 25 PM 3:07
6/25/96
1:17
ACTION

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN 25 PM 3:07

BAIN VILLAGE REALTY, INC.

ARTICLE I - NAME

The name of this corporation is BAIN VILLAGE REALTY, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

The general purposes for which this corporation is organized are:

1. To engage in the real estate brokerage business pursuant to Chapter 475 of the Florida Statutes.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - PREFERENCE, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common stock. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person, or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote or to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Section 2. Pre-emptive 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.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1200 West Rotta Esplanade, Unit 10, Punta Gorda, Florida 33950, and the name of the initial registered agent of this corporation at that address is WILLIAM E. BAIN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

WILLIAM E. BAIN	3520 Blue Jay Drive Punta Gorda, Florida 33950
LEONARDA A. BAIN	3520 Blue Jay Drive Punta Gorda, Florida 33950
JOHN D. GRIMSHAW	46 Annapolis Lane Rotonda West, Florida 33847

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

WILLIAM E. BAIN	3520 Blue Jay Drive Punta Gorda, Florida 33950
-----------------	---

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; however, any By-Laws adopted by the shareholders, with specific provision providing that such By-Laws shall not be altered, amended or repealed by the Board of Directors, shall be effective to prevent such By-Laws being amended, altered or repealed by said Board of Directors.

ARTICLE X - AMENDMENTS

This corporation reserves the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the

provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of JUNE, 1996.


WILLIAM E. BAIN

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

* * * * *

Pursuant to Section 607.0501, Florida Statutes, the
following is submitted, in compliance with said Act:

First - - That BAIN VILLAGE REALTY, INC., desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation at 1200 West
Rotta Esplanado, Punta Gorda, 33950, County of Charlotte, State of
Florida, has named WILLIAM E. BAIN located at 1200 West Rotta
Esplanado, Punta Gorda 33950, County of Charlotte, State of
Florida, as its agent to accept service of process within this
State.

ACKNOWLEDGMENT:

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: 

WILLIAM E. BAIN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 25 PM 3:07