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6-27-96 Elizabeth

Rothman & Mellinger
Requester's Name
100 N.E. 84 St. 2nd Fl.
Address
MIAMI, FL 33138
City State ZIP Phone
757-5800

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95 JUN 23 PM 12:34
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Manny Deren, P.A.

Empire Toll Free: 1-800-432-3028

- ☒ Profit
☐ NonProfit
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☒ Certified Copy
☐ Call When Ready
☒ Walk In
- ☐ Amendment
☐ Dissolution
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☐ Change of Registered Agent
☐ Certificate Under Seal
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CR2E031 (R8-85)

ARTICLES OF INCORPORATION

OF

MANNY DEREN, P.A.

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TALLAHASSEE, FLORIDA

The undersigned incorporator(s) for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

MANNY DEREN, P.A.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is real estate sales and to transact any and all lawful business for which corporation may be incorporated under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The capital stock of this corporation shall be 1000 shares of \$1.00 par value. All stocks shall be payable in cash, or property, other than stocks or securities, in lieu of cash, at a just valuation to be determined by the capital Board of Director of this corporation.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of

stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be 10874 Ravel Court, Boca Raton, Florida 33498. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The number of Directors may be increased from time to time in the manner set forth in the By-Laws, but the number of directors shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

MANNY DEREN

10874 Ravel Court
Boca Raton, Florida 33498

ARTICLE IX - INCORPORATORS

The name and street address of the incorporators of these Articles of Incorporation are:

MANNY DEREN

10874 Ravel Court
Boca Raton, Florida 33498

ARTICLE X - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be 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.

ARTICLE XII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be: 10874 Ravel Court, Boca Raton, Florida 33498. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE XIII - SERVICE OF PROCESS

All legal service shall be made upon MANNY DEREN, the Registered Agent, at 10874 Ravel Court, Boca Raton, Florida 33498.

ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

ARTICLE XV - AFFILIATED TRANSACTIONS

The provisions of Florida Statutes 607.108 (1987) entitled "Affiliated Transactions" shall not govern the affairs of the Corporation.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 26 day of June, 1996.


MANNY DEREN

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MANNY DEREN, to me well known to be the individual(s) described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 26 day of June, 1996.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:



LLOYD M. ROUTMAN
My Commission CC624384
Expires Jan. 14, 2000

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
FOLLOWING IS SUBMITTED:


FIRST: MANNY DEREN, P.A. WITH ITS PRINCIPAL PLACE OF BUSINESS
AT 10874 Ravel Court, Boca Raton, Florida 33498, STATE OF FLORIDA,
HAS NAMES MANNY DEREN LOCATED AT 10874 Ravel Court, Boca Raton,
Florida 33498, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

DATED: 6-26-96


MANNY DEREN

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

DATE: 6-26-96


MANNY DEREN, Reg. Agen:

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