

P96000079051

September 9, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100001945531  
-09/12/96--01032--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

*CLEARWATER BEACH REAL ESTATE, INC.*

Enclosed herewith are two (2) copies of our "Articles of Incorporation," fully signed and executed as well as notarized and accompanied by a money order in the amount of Seventy Dollars (\$70.00) for the required (non-certified) filing fee.

I would appreciate it if you would send the processed forms back to me at the following address:

Vincent DeMattia  
1390 Gulf Blvd. Suite 402  
Clearwater, FL 34630

Thank you in advance for your prompt attention to this matter. It is greatly appreciated.

Yours Truly,

*Vincent DeMattia*  
Vincent DeMattia

Enclosures (3)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 13, 1996

VINCENT DEMATTIA  
1390 GULF BLVD  
SUITE 402  
CLEARWATER, FL 34630

SUBJECT: CLEARWATER REAL ESTATE CORPORATION  
Ref. Number: W96000019328

We have received your document for CLEARWATER REAL ESTATE CORPORATION and your check(s) totalling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 896A00042646

ARTICLES OF INCORPORATION  
OF  
CLEARWATER BEACH REAL ESTATE, INC.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person of full age, competent to contract, do hereby form a corporation under the provisions of Florida Statutes, and I do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said law, and I do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I  
Name

The name of the corporation is CLEARWATER BEACH REAL ESTATE, INC.

ARTICLE II  
Term of Existence

The corporation shall have perpetual existence

ARTICLE III  
Nature of Business

The purposes for which this corporation is organized are:

A. For the management, operation, maintenance and promotion of a REAL ESTATE SALES, RENTAL, LEASING, ACQUISITION AND MARKETING ORGANIZATION.

B. Engaging in Similar Business. To do any and all acts in the line of its business which it may deem necessary, profitable or desirable for the due promotion thereof, to conduct and carry on any other similar business which may be capable of being profitable carried in connection with the corporation's business, or to carry on any similar business that is adapted directly or indirectly to add to the value of the corporation's property and the profits of its authorized business.

C. Ancillary Powers. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or furtherance of any of the powers hereinbefore set forth, within or without the State of Florida, either alone or in connection with other corporations, firms or individuals and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers of any of them, subject to the limitations and restrictions imposed by law.

D. To carry on such other business as may be necessary, convenient, or desirable to accomplish the above purposes, and to do all other things incidental thereto which are not forbidden by law or by these Articles of Incorporation.

ARTICLE IV  
Initial Capital

The amount of capital with which this corporation will begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V  
Address

The principal office of the corporation in the State of Florida is at 20 North Fort Harrison Avenue, Clearwater, Florida 34615. The Board of Directors, from time to time, may move the principal office to any other place in Florida.

ARTICLE VI  
Capital Stock

The maximum number of shares of capital stock that the corporation is authorized to have outstanding at any time is Three Hundred (300) Shares of Common Stock at One (\$1.00) Dollar par value.

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TALLAHASSEE, FLORIDA

ARTICLE VI  
Directors

The corporation shall not have less than One (1) Director initially. The number of Directors may be increased or diminished from time to time by vote of two-thirds of the Stockholders but shall never be less than one. All of the members of the Board of Directors shall be of full age and at least one shall be a citizen of the United States.

ARTICLE VII  
Initial Directors

The name and post office address of the members of the first Board of Directors of the corporation who, subject to the general corporation law of Florida, and to the provisions of the Articles of Incorporation and to the corporation's code of By-Laws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

Vincent DeMallia  
1390 Gulf Boulevard Suite 402  
Clearwater, Florida 34630

ARTICLE IX  
Special Provisions

The following provisions are inserted for the regulation and conduct of the affairs of the corporation and it is expressly provided that they are intended to be in furtherance of and not in limitation or exclusion of the purposes and powers heretofore set forth or the powers conferred by Statutes.

A. Transactions with Interested Persons: No contract or other transaction of the corporation with any other person, firm or corporation or in which this corporation is interested shall be effected or invalidated by (1) the fact that any one or more of the Directors of this corporation is interested in or is a Director or Officer of another corporation, or (2) the fact that any Director, individually or jointly with others, may be a party to or may be interested in any such contracts or transactions, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm, or corporation in which he may be otherwise interested.

B. Indemnification. The corporation shall indemnify any Director, Officer or employee, or former Director, Officer or employee of the corporation or any person who may have served at its request as a Director, Officer or employee, of another corporation in which it owns shares of capital stock, or of which it is creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such Director, Officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any Director, Officer or employee the reasonable cost of settlement of any such action, suit or proceedings, it shall be found by a majority of a committee composed of the Director not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the corporation that such settlement be made and that such Director, Officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such Director, Officer or employee may be entitled under By-Law, Agreement, Vote of Stockholders, or otherwise.

C. Cumulative Voting. At each election for Directors, every holder of capital stock of the corporation shall have the right to vote, in person or by proxy, the number of shares owned by him or her for as many persons as there are Directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of Directors multiplied by the number of shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

D. Stock Restrictions. All shares of stock in the corporation are assignable, and any Stockholder may sell, assign and transfer his shares and certificates of stock at pleasure, except that no member can sell to one not a Stockholder without first offering his stock for sale to the other Stockholders, as provided herein, and giving them a reasonable opportunity to purchase.

and except further that no such transfer or assignment shall be valid unless and until it shall have been entered upon the books of the corporation and the old certificate of certificates shall have been surrendered for cancellation to the Secretary and a new certificate or certificates issued in lieu of same. No transfer shall be made by the Secretary of stock upon the books of the corporation when made by a member to one not a stockholder unless such stock shall have been first offered for sale to the other stockholders and they have refused or neglected to purchase it.

E. Officers. The corporation shall have as its Officers, a President, a Secretary, a Treasurer and such other Officers, agents and factors as may be provided for by the code of By-Laws, who shall be chosen, serve for such terms, and have such duties as may be prescribed by the code of By-Laws or determined by the Board of Directors.

F. Amendments. The corporation reserves the right to amend, alter, change, or repeal any provisions herein contained in the manner now or hereafter prescribed by law. All rights conferred on Stockholders hereunder are granted subject to this provision.

ARTICLE X  
Resident Agent, Registered Agent  
and Registered Office

That the Resident Agent and Registered Office of the corporation is Vincent DeMattia, 20 North Fort Harrison Avenue, Clearwater, Florida 34615.

IN WITNESS WHEREOF, I, Vincent DeMattia, the Incorporator hereinabove named, have hereunto set my hand and seal this 9th Day of September, 1996.

Vincent DeMattia (Seal)  
Resident Agent, Registered Agent  
and Subscriber.

STATE OF FLORIDA     )  
                              :  
COUNTY OF PINELLAS   )

I HEREBY CERTIFY, that on this day, before me, a Notary Public, duly authorized in the State and County named above personally appeared Vincent DeMattia to me well known to be the person described as Subscriber, Resident Agent and Registered Agent, in and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to these Articles of Incorporation.

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA