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February 4, 1997

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, Florida 32304

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-02/07/97-01066-010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: GAIL P. KAMMERER, P.A.

Gentlemen/Ladies:

Enclosed is an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent fee	\$ 35.00
Total	<u>\$122.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you.

Very truly yours,

*Roberta Dunn Bartley*  
Roberta Dunn Bartley

Enclosures-3

cc: Ms. Gail P. Kammerer

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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97/2/10/97

**ARTICLES OF INCORPORATION**

**OF**

**GAIL P. KAMMERER, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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The undersigned natural person, competent and licensed to sell real estate in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I**

**Name of Corporation, Principal Office and Mailing Address**

The name of this corporation shall be GAIL P. KAMMERER, P.A.

The principal office of this corporation shall be 21395 Sweetwater Lane, Boca Raton, Florida 33428.

The mailing address of this corporation shall be 21395 Sweetwater Lane, Boca Raton, Florida 33428.

**II**

**Purposes**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of selling real estate, and all its fields of specializations, as are engaged in by realtors.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be realtors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### III

#### Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at One and No/100 Dollars (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to realtors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### IV

#### Duration

The corporation shall have perpetual existence.

### V

#### Registered Agent

The address of this corporation's initial registered office is 21395 Sweetwater Lane, Boca Raton, Florida 33428, and the name of its initial registered agent at said address is GAIL P. KAMMERER.

### VI

#### Incorporator

The name and address of the Incorporator is as follows:

GAIL P. KAMMERER	21395 Sweetwater Lane
	Boca Raton, Florida 33428

### VII

#### Board of Directors

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation are:

GAIL P. KAMMERER	21395 Sweetwater Lane
	Boca Raton, Florida 33428

## VIII

### Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

## IX

### Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

## X

### Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## XI

### Indemnification

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

## XII

### Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and

Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 31<sup>st</sup> day of January, 1997.

Gail P. Kammerer  
GAIL P. KAMMERER, Incorporator

Having been named as registered agent for the above-stated corporation, 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Gail P. Kammerer  
GAIL P. KAMMERER, Registered Agent

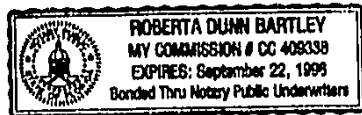
STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared GAIL P. KAMMERER who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton in the said County and State, this 31<sup>st</sup> day of January, 1997.

Roberta Dunn Bartley  
Notary Public, State of Florida  
(Notarial Seal)

My Commission Expires:



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