

**JOHN L. GIOIELLO, P.A.**  
ATTORNEY AND COUNSELOR AT LAW  
JOHN L. GIOIELLO, ESQ.

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402 Jenks Avenue  
Panama City, FL 32401

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Panama City, FL 32402

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February 12, 1997

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Secretary of State  
Division of Corporations  
409 Gaines Street  
Tallahassee, FL 32313

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-02/17/97--01038--004  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Larry C. Keen Real Estate Sales, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation and designation of Registered Agent for filing with your office in regard to the above-referenced Florida corporation.

A check for \$122.50 is enclosed herewith to cover the cost of filing and for the certified copy. I would appreciate your returning the certified copy in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter.

Sincerely,

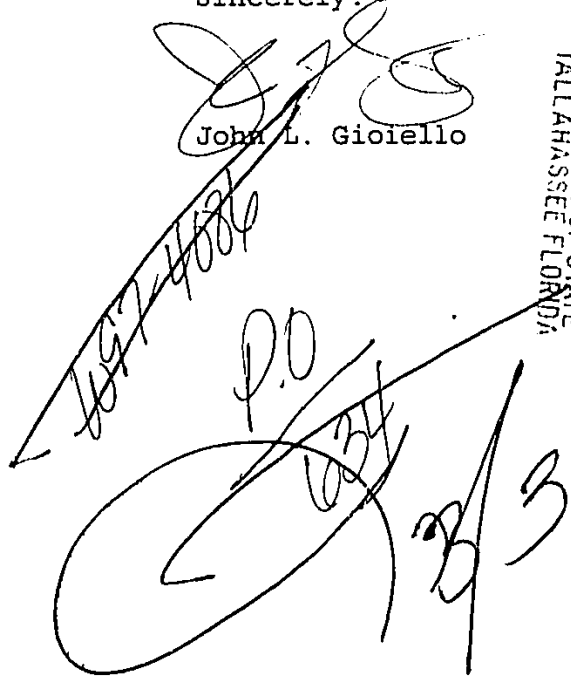
  
John L. Gioiello

JLG/bsc

cc: Larry C. Keen

Enclosures

**FILED**  
97 FEB 26 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA





FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 19, 1997

JOHN L GIOIELLO, P.A.  
402 JENKS AVENUE  
P.O. BOX 1987  
PANAMA CITY, FL 32401-1987

SUBJECT: LARRY C. KEEN REAL ESTATE SALES, INC.  
Ref. Number: W97000004086

We have received your document for LARRY C. KEEN REAL ESTATE SALES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you ~~must list the corporation's principal office~~ and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Lottor Number: 197A00008912

*Corrected*

ARTICLES OF INCORPORATION  
OF  
LARRY C. KEEN REAL ESTATE SALES, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is LARRY C. KEEN REAL ESTATE SALES, INC. The principal office of the corporation will be located at 1221 Marie Ann Blvd., Panama City, Florida 32401

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

#### **ARTICLE VI**

The corporation elects to have preemptive rights.

#### **ARTICLE VII**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### **ARTICLE VIII**

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

#### **ARTICLE IX**

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and addresses are as follows:

Larry C. Keen  
1221 Marie Ann Blvd.  
Panama City, Florida 32401

#### ARTICLE XI

The initial registered agent of the corporation is John L. Gioiello, Esq. The street address of the corporation's initial registered office is 402 Jenks Avenue, Panama City, FL 32401.

#### ARTICLE XII

The name and address of the incorporator of the corporation is Larry C. Keen, 1221 Marie Ann Blvd., Panama City, FL 32401.

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these article of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

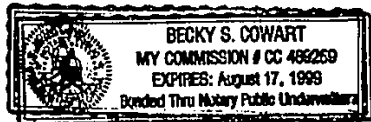
Dated this 14 day of February, 1997.

  
LARRY C. KEEN, Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared LARRY C. KEEN, who is personally known to me to be the person described in and who executed the foregoing instrument or who produced driver's license as identification, and who acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last  
aforesaid this 14 day of February, 1997.



Becky S. Cowart  
Notary Public  
Typed Name \_\_\_\_\_  
My Commission Expires:  
Commission No.:

**REGISTERED AGENT ACCEPTANCE**

I, John L. Gioiello, am hereby familiar with and accept the  
duties and responsibilities as registered agent for the aforesaid  
corporation.

Dated this 14 day of February, 1997.

[Signature]  
John L. Gioiello, Esquire

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