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AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 9, 1997

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ORDER NO. : 360582-005

CUSTOMER NO: 125479A

CUSTOMER: William J. Vaughn, Esq  
WILLIAM JACKSON VAUGHN, ESQ  
2007-9 South Melbourne Court  
Melbourne, FL 32901

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-05/09/97--01079-020  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: LAWRENCE M. MONARI, P.A.

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: Todd Sterzoy

EXAMINER'S INITIALS:

FILED  
97 MAY -9 PM 1:53  
TALLAHASSEE STATE  
FLORIDA

RECEIVED  
97 MAY -9 AM 11:25  
DIVISION OF  
CORPORATION

**ARTICLES OF INCORPORATION**  
**OF**  
**LAWRENCE M. MONARI, P.A.**

**FILED**  
97 MAY -9 PM 1:53  
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Incorporation, a natural person over the age of 18 years, competent to contract, a real estate salesperson duly licensed to render services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, and other laws of the State of Florida.

**1. NAME**

The name of the corporation shall be **LAWRENCE M. MONARI, P.A.**

**2. NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation is:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a professional real estate salesperson, duly licensed under the laws of the State of Florida, is authorized to render.

(b) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of

professional real estate salesperson services.

(c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

**3. Capital Stock.**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one hundred (100), all of which shall be common shares with par value of \$1.00. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice in the real estate salesperson business.

**4. Initial Capital.** The amount of capital with which the Corporation will begin business is \$1,000.00.

**5. Term of Existence.** The Corporation is to exist perpetually.

6. **Address.** The initial post office address of the principal office of the Corporation in the State of Florida is 428 Brickell Street, Palm Bay, Florida 32909.

7. **Directors.** The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one; and subject to such minimum may be increased from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed the number shall be one.

8. **Initial Director.** The name and street address of the member of the first Board of Directors is:

NAME	ADDRESS
Lawrence M. Monari	428 Brickell Street Palm Bay, Florida 32909.

9. **Subscriber.** The name and street address of the person signing the Articles of Incorporation as a subscriber, who is a duly licensed real estate salesperson under the laws of the State of Florida to render services as such, the number of shares of stock he agrees to take and the value of the consideration therefor are:

NAME	ADDRESS	NUMBER OF SHARES	CONSIDERATION
Lawrence M. Monari	428 Brickell Street Palm Bay, Florida 32909	100	\$100.00

10. **Voting Trusts.** No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting

power of any or all of his shares.

**11. Cumulative voting for directors.** At all elections of directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**12. Contracts.** No contracts or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation with any person, firm, or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or corporation and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

13. **Removal of directors.** Any director of the Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

14. **Restraint on alienation of shares.** The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the Stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any shareholder shall become legally disqualified to render professional real estate salesperson services in the State of Florida, or be elected to a public office, or accept employment that places restrictions or limitations upon his continuous

rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Bylaws adopted by the shareholders.

15. **Additional Corporate Powers.** In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

(a) to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm or corporation for the purpose of rendering professional real estate salesperson services.

(b) To deny to the holders of the common shares of the Corporation any preemptive right to purchase or subscribe to any new issues of any type shares of the Corporation, and no shareholder shall have any preemptive right to subscribe to any such shares.

(c) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

(d) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the Shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the

capital of the Corporation is not impaired.

(e) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

**16. Amendment.** These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitle to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

**17. Sub Chapter "S" Corporation.**

It is the intention of the incorporator that the stock of this Corporation shall qualify as a Small Business Company Stock under Section 1244 of the Internal Revenue Code, and as a Subchapter "S" Corporation.

**18. REGISTERED AGENT**

The name of the initial registered agent is Lawrence M. Monari whose address is 428 Brickell Street, Palm Bay, Florida 32909.

IN WITNESS WHEREOF I the subscriber have executed these Articles of Incorporation this May 6, 1997.

  
Lawrence M. Monari



STATE OF FLORIDA  
COUNTY OF BREVARD

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Lawrence M. Monari to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Said part (check one) ( ) is/are personally known to me or ( ) presented \_\_\_\_\_ as identification, and did take an oath.

Witness my hand and official seal in the County and State last aforesaid this 6th day of May, 1997.

*Rena Picchiotti*

Notary Public  
State of Florida  
My Commission Expires:



ACCEPTANCE

FILED  
97 MAY -9 PM 1:53  
STATE  
NOTARY PUBLIC FLORIDA

I agree as Resident Agent to accept Service of Process to  
keep office open during prescribed hours; to post my name (and any  
other officers of said corporation authorized to accept service of  
process at the above Florida designated address) in some  
conspicuous place in office as required by law.

Lawrence M. Monari  
Lawrence M. Monari

STATE OF FLORIDA  
COUNTY OF BREVARD

I hereby certify that on this day, before me, an officer duly authorized  
in the State aforesaid and in the County aforesaid to take acknowledgments,  
personally appeared Lawrence M. Monari to me known to be the person described in  
and who executed the foregoing instrument and he acknowledged before me that  
he executed the same.

Said party (check one) ( ) is/are personally known to me or ( )  
presented \_\_\_\_\_ as identification, and did take  
an oath.

Witness my hand and official seal in the County and State last aforesaid  
this 6th day of May, 1997.

Renata Picchiotto  
Notary Public  
State of Florida

My Commission Expires:

