

P97000047282

RICK SMITH & ASSOCIATES, INC.

1720 SW 47 AVENUE

FT LAUDERDALE, FL 33317

TELEPHONE (954) 587-6055 • FAX (954) 581-6470

FILED  
97 MAY 27 AM 10:15  
OFFICE OF THE STATE  
TALLAHASSEE, FLORIDA

May 23, 1997

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

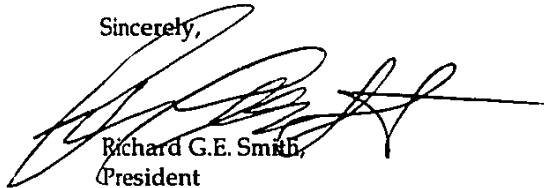
RE: FLORIDA RETIREMENT ASSISTANCE CORPORATION

Dear Sirs:

Enclosed are two copies of the Articles of Incorporation for Florida Retirement Assistance Corporation, along with a check in the amount of \$122.50.

Please file these articles and return a certified copy to us at the above address. Thank you for your assistance in this matter.

Sincerely,



Richard G.E. Smith,  
President

400002191624--8  
-05/27/97--01081--007  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosures:

Articles of Incorporation (2 copies)  
Check

QN5-29-97

**ARTICLES OF INCORPORATION**

**OF**

**FLORIDA RETIREMENT ASSISTANCE CORPORATION**

FILED  
97 MAY 27 AM 10:15  
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formulation, rights, privileges, immunities and liabilities of corporations for profit.

**ARTICLE I**

The name and principal business office of the corporation is: FLORIDA RETIREMENT ASSISTANCE CORPORATION, 4360 PETERS ROAD, FORT LAUDERDALE, FLORIDA 33317. The mailing address of the corporation is: PO BOX 291985, DAVIE, FLORIDA 33329-1985.

**ARTICLE II**

The general nature of the business to be conducted and carried by this corporation is:

(a) To engage in the brokerage and sales of life insurance policies, annuities and various retirement programs.

(b) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including but not limited to the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, surety,

express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

(c) The foregoing shall be construed as independent businesses, and enumeration of any specific business shall not restrict any other business of the corporation.

(d) The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interest of the corporation, or to enhance the value of its assets.

(e) Any meeting of the stockholders or directors may be held within or without the State of Florida, at such place as the bylaws of the corporation may designate.

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(g) (1) The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus.

(2) To the extent that earned surplus or capital surplus is used as the measure of the corporation's right to purchase its own shares, such surplus shall be restricted so long as such shares are held as treasury shares. Such restrictions shall be allocated on a pro rata basis to the treasury shares and upon the disposition or cancellation of any such shares disposed of or canceled.

(3) Notwithstanding the limitations contained in subsection (1), the corporation may purchase or otherwise acquire its own shares for the purpose of:

- (a) Eliminating fractional shares.
- (b) Collection or compromising indebtedness to the corporation.

(c) Paying dissenting shareholders entitled to payments for their shares under the provisions of the General Corporation Act.

(d) Effecting, subject to the other provisions of the General Corporation Act, the retirement of its redeemable shares by redemption or by purchases at not to exceed the redemption price.

(4) No purchase of or payment for its own shares shall be made by a corporation at a time when the corporation is insolvent or when such payment would make it insolvent.

(h) The corporation may keep the books of the company outside the State of Florida, except as may otherwise be provided by the law.

(i) The company may make by-laws not inconsistent with the Constitution or laws of the United States, the State of Florida, or with these Articles of Incorporation.

(j) The corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to hold, buy and sell stock of other corporations; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(k) The stockholders shall have the power, either in the bylaws of the corporation or by contractual agreement among themselves, to make any limitations on the sale, assignment, transfer, pledge hypothecation or other disposition of the stock of the corporation, as to which the stockholders of the corporation deem necessary and/or proper, for the best interests of the corporation.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited or restricted, by reference to, or

inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of the Articles shall be regarded as independent objects and purposes.

### **ARTICLE III**

(a) The stockholders are authorized to enter into an agreement regarding the limitations of voting, which said agreement shall be binding upon all persons.

(b) The maximum shares of stock which this corporation is authorized to have outstanding at any time shall be seven thousand five hundred (7,500) shares at \$1.00 -- par value each, and all said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and the Regulations issued thereunder, said offering of this stock under said provisions of the Internal Revenue Code to continue for a period not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida.

(c) All of the aforementioned stock is to be issued as fully paid for and non-assessable.

(d) There shall be pre-emptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to acquire shares. Stock in other corporations in going businesses may be purchased by the corporation in return for the issuance of its capital stock; the said purchase shall be on such basis, and for such consideration, and the issuance of so much capital stock as the Directors of the Corporation may decide.

### **ARTICLE IV**

The amount of capital with which this corporation may begin business shall be not less than FIVE HUNDRED (\$500.00) dollars.

#### ARTICLE V

The existence of this corporation is perpetual.

#### ARTICLE VI

The name and street address of the initial registered agent and registered office of this corporation is: Harry Veris, CPA, 2455 East Sunrise Boulevard, Penthouse North, Fort Lauderdale, Florida 33304. However, this corporation may, from time to time, move the principal office to any other address in Florida, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

#### ARTICLE VII

The corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, subject to the provisions of the by-laws adopted by the stockholders, but shall never be less than one.

(a) In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) To make, alter, amend or repeal the by-laws of the corporation.
- (2) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.
- (3) To set apart, out of any funds of the corporation available for dividends, a reserve or reserves for any purpose, and to abolish any such reserve in the manner in which it was reacted.

(4) When, and as authorized by the affirmative vote of the holders of all the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of the holders of all the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its goodwill and its corporate franchise, upon such terms and conditions and for such consideration which may be whole, or in part, shares of stock in and/or other securities of any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interests of the corporation.

#### **ARTICLE VIII**

The name and address of the first Board of Directors is:

William H. Bamford	11511 Northwest 15 Street Pembroke Pines, Florida 33026
Richard G.E. Smith	1720 Southwest 47 Avenue Ft Lauderdale, Florida 33317
Ronald A. Zilka	4145 Northwest 103 Drive Coral Springs, Florida 33065

#### **ARTICLE IX**

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

William H. Bamford	11511 Northwest 15 Street Pembroke Pines, Florida 33026
Richard G.E. Smith	1720 Southwest 47 Avenue Fort Lauderdale, Florida 33317
Ronald A. Zilka	4145 Northwest 103 Drive Coral Springs, Florida 33065

## ARTICLE X

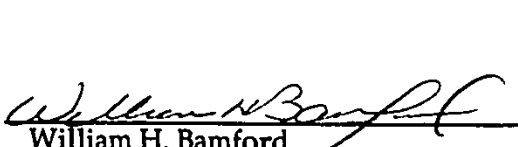
(a) In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make and to alter and amend the by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchises of this corporation.


(b) The corporation may, in its by-laws, confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statutes.

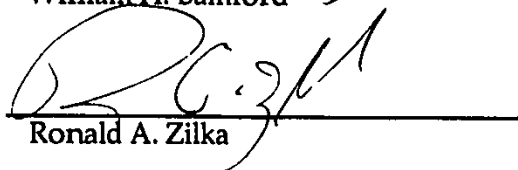
(c) No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is, or are, interested in, or is a member, stockholder, director or officer - or are members, stockholders, directors or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, or no contract, act or transaction of this corporation, with any person or persons, firm, association or corporation shall be affected or invalidated by reason of the fact that any director or directors or officers of this corporation, is a party to or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may in any wise be interested; directors, when so interested, shall be counted present at directors meeting for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.



IN WITNESS WHEREOF, the parties of these Articles of Incorporation  
have hereunto set their hand and seal this 23rd day of May, 1997.

  
William H. Bamford

  
Richard G.E. Smith

  
Ronald A. Zilka

FILED  
97 MAY 27 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA     }  
                                      } SS:  
COUNTY OF BROWARD }


I HEREBY CERTIFY that on this day, before me, a Notary Public, duly  
authorized in the State of Florida, County of Broward to take acknowledgments  
and oaths, personally appeared the above affiants, known to me to be the  
persons described in the foregoing Articles of Incorporation as the subscribers  
therein, and who executed the same.

WITNESS my hand and official seal in the State of Florida, County of  
Broward on this 23rd day of May, 1997.



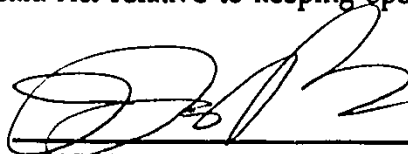
[SEAL]

"OFFICIAL SEAL"  
Roy G. Magnuson  
My Commission Expires 4/30/2000  
Commission #CC 551497

  
ROY G. MAGNUSON, NOTARY PUBLIC  
STATE OF FLORIDA, AT LARGE

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation,  
at place designated in this certificate, I hereby accept to act in this capacity, and  
agree to comply with the provisions of said Act relative to keeping open said  
office.

  
HARRY VENIS,  
REGISTERED AGENT

# BOMAR BUSINESS SERVICES, INC.

1504 WINDY RD.  
BRANDON, FL 33510  
(813) 654-1040

P.O. BOX 1977  
SEFFNER, FL 33584  
FAX (813) 653-4486

PA7000047283

April 24, 1997

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

600002192046--1  
-05/27/97--01133--001  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Enclosed please find Articles of Incorporation for TIMOTHY  
R. GROSS, P.A.

We are enclosing remittance in the amount of \$122.50 to cover  
the following filing fees:

Profit Corporation Filing Fee	\$35.00
Certificate Designating Registered Agent	35.00
Certified Copy of Articles of Incorporation	<u>52.50</u>

Total Due \$122.50

Please direct your response to the undersigned at:

P. O. Box 1977  
Seffner, Florida 33583-1977

Sincerely,



R. H. "Bob" Meeks

FILED  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA  
APR 25 1997  
TALLAHASSEE, FLORIDA



5/29/97

FILED  
RECORDED STATE  
CLERK'S OFFICE

**ARTICLES OF INCORPORATION  
OF  
TIMOTHY R. GROSS, P.A.**

The undersigned subscriber to these Articles of Incorporation, being a natural person and competent to contract, hereby forms a Professional Association for profit under the laws of the State of Florida.

**ARTICLE I. NAME AND PRINCIPAL ADDRESS**

**TIMOTHY R. GROSS, P.A.**, with principal offices located at **4709 DUNQUIN PLACE, TAMPA, FLORIDA 33610**, shall be the name of this association.

**ARTICLE II. DURATION**

This association shall have perpetual existence.

**ARTICLE III. PURPOSE**

This association is organized for the purpose of engaging in business as a realtor as permitted to a professional association organized under the Florida General Corporation Law, as in effect from time to time.

**ARTICLE IV. CAPITAL STOCK AUTHORIZED**

This association is authorized to issue five hundred (500) shares of one dollar (\$1.00) per share par value common stock.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is **1104 N PARSONS AVE., SUITE E, BRANDON, FLORIDA 33510** and **R. H. MEEKS** is the name of the initial registered agent of this association at that address.

**ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The number of members of the initial Board of Directors shall be two (2). 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 (1). The name of each initial director of this association and their addresses are:

**TIMOTHY R. GROSS  
4709 DUNQUIN PLACE  
TAMPA, FLORIDA 33510**

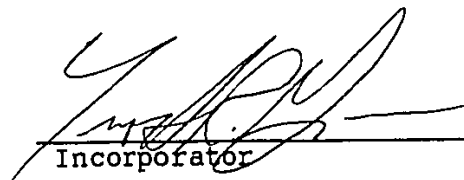
**KATHY J. GROSS  
4709 DUNQUIN PLACE  
TAMPA, FLORIDA 33510**

**ARTICLE VII. INCORPORATORS**

The name and address of the person signing these articles is:

**TIMOTHY R. GROSS  
4709 DUNQUIN PLACE  
TAMPA, FLORIDA 33610**

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of April, 1997.

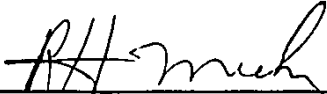
  
\_\_\_\_\_(SEAL)  
Incorporator

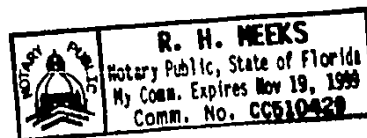
**STATE OF FLORIDA**

**COUNTY OF HILLSBOROUGH**

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared **TIMOTHY R. GROSS**, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Article of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 24th day of April, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires: 11/19/99




FILED  
STATE

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

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST THAT THE **TIMOTHY R. GROSS, P.A.**, WITH ITS PLACE OF  
BUSINESS AT **4709 DUNQUIN PLACE, TAMPA, FLORIDA 33610** HAS  
NAMED **R. H. MEEKS**, LOCATED AT **1104 N. PARSONS AVE., SUITE E,**  
**BRANDON, FLORIDA 33510**, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

SIGNATURE

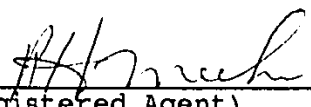
  
TIMOTHY R. GROSS, PRESIDENT

DATE

4-24-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED 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,  
AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325  
FLORIDA STATUTES.

SIGNATURE

  
(Registered Agent)

Date

4/24/97