

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8871 • 1-800-342-8062 • Fax (904) 222-1222

*Urban Realty Group,  
Inc.*

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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✓ Art of Inc. File \_\_\_\_\_  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
L.C. File \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Name Reservation \_\_\_\_\_  
Merger File \_\_\_\_\_  
Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
✓ Cert. Copy \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
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UCC 11 Retrieval \_\_\_\_\_  
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DIVISION OF CORPORATION

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Signature

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Name:

Date

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**ARTICLES OF INCORPORATION  
OF  
URBAN REALTY GROUP, INC.**

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The undersigned subscriber, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I.      NAME**

The name of this Corporation shall be Urban Realty Group, Inc.

**ARTICLE II.      NATURE OF BUSINESS**

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

- a.      Real estate sales and development.
- b.      To engage in any and all activities permissible under the laws of the State of Florida.
- c.      To acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct to own, use, hold and develop, to dispose of by sale, exchange or otherwise to lease, mortgage to pledge, assign and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copyrights, trademarks, trade names and licenses, and interests of any sort in such property.
- d.      To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependence or agency of any of the foregoing.



e. To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.

f. To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation without regard to the interest of this Corporation in any debt so guaranteed or assured or in such other person, firm, association or corporation and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all of the property of the Corporation, or any interest therein.

g. To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation, in connection therewith to assume liabilities of any person, firm, association or corporation, and, in consideration of any such acquisition, to pay cash, to deliver stocks, bonds, other securities, or property of any other kind.

h. To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign, and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any other securities of any description created, issued, or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nation, and while owner thereof, to exercise, to the extent permitted by law, all the rights, powers and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights as attributes.

i. In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.



j. To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

k. The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

### **ARTICLE III. STOCK**

The authorized capital stock of this Corporation shall consist of 100 shares of Common Stock with no par value.

The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Stockholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

### **ARTICLES IV. CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than One Thousand (\$1,000) Dollars.

### **ARTICLE V. DURATION**

The Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall exist perpetually unless dissolved according to law.

### **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office and principal office of this Corporation in the State of Florida shall be 4890 W. Kennedy Boulevard, Suite 450, Tampa, Florida 33609. The name of the initial Registered Agent at such address is H. Linwood Gilbert, Jr. The Board of Directors may from time to time move the registered office to any other address in Florida and may establish branch and other offices within or without the State of Florida.



## **ARTICLE VII. NUMBER OF DIRECTORS**

The business of this Corporation shall be managed by a Board of Directors consisting of two (2) or more members, the exact numbers to be determined from time to time in accordance with the Bylaws.

## **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The name and street addresses of the initial directors who shall hold office until the first annual meeting of the stockholders, and thereafter until a successor or successors are elected is as follows:

H. Linwood Gilbert, Jr.	4890 W. Kennedy Boulevard Suite 450 Tampa, Florida 33609
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Michael A. McElveen	4890 W. Kennedy Boulevard Suite 450 Tampa, Florida 33609
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## **ARTICLE IX. OFFICERS**

This Corporation shall have a President, a Vice President, a Secretary/Treasurer, and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office except that the President may not also be the Secretary or an Assistant Secretary.

## **ARTICLE X. BYLAWS**

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered or repealed by the stockholders or Directors in any manner permitted by the Bylaws.

## **ARTICLE XI. AMENDMENT**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon stockholders hereunder are granted subject to this reservation.



**ARTICLE XII. INCORPORATOR AND SUBSCRIBER**

The name and address of the Incorporator and Subscriber of these Articles of Incorporation is as follows:

H. Linwood Gilbert, Jr.

4890 W. Kennedy Boulevard  
Suite 450  
Tampa, Florida 33609

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the foregoing Articles of Incorporation, has hereunder set his hand and seal this 16<sup>th</sup> day of June, 1997.

  
H. LINWOOD GILBERT, JR.



**CERTIFICATE OF REGISTERED AGENT**

I, H. Linwood Gilbert, Jr., do hereby agree to act in the capacity of Registered Agent for Urban Realty Group, Inc., for the purpose of receiving service of process for the Corporation at 4890 W. Kennedy Boulevard, Suite 450, Tampa, Florida 33609.

IN WITNESS WHEREOF, I hereby set my hand and seal this 16<sup>th</sup> day of June, 1997.

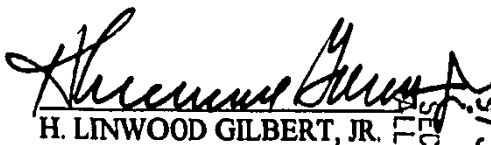
  
H. LINWOOD GILBERT, JR.

**STATE OF FLORIDA**

**COUNTY OF HILLSBOROUGH**

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned, H. LINWOOD GILBERT, JR., who being first duly sworn states that he is subscriber, and incorporator of Urban Realty Group, Inc., that he has read the foregoing Articles of Incorporation and executed same freely and voluntarily for the uses and purposes therein set forth and expressed.

16<sup>th</sup> IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this day of June, 1997.

  
H. LINWOOD GILBERT, JR.

  
NOTARY PUBLIC

My Commission Expires: July 4, 1998



RITA L. GOFF  
My Commission 00807900  
Expires Aug. 04, 1998

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