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BORDELON & BORDELON

ATTORNEYS AT LAW

John S. Bordelon  
Matthew D. Bordelon

'Also admitted in LA  
'Also admitted in AL

August 29, 1997

2717 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561-3079  
Tel 850 934-1000  
Fax 850 934-1050

Florida Department of State  
Division Of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-09/02/97--01010--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: GULF BREEZE TITLE AND CLOSING SERVICES, INC.

Dear Sir or Ma'am:

Enclosed is an original and one copy of the Articles of Incorporation for the above company name. Please file the original with the Secretary of State's office and return to us the file stamped copy.

I am also enclosing a check made payable to the Florida Department of State in the amount of \$70.00 for the filing fee.

Thank you for your assistance with this matter. Should you have any questions or require any additional information, please advise.

Sincerely,

*Melina*

Melissa J. Calvert  
Legal Assistant to  
John S. Bordelon, Esq.

/mjc

Enclosures

*Rmp*  
*9/4/97*

FILED  
97 SEP -2 PM 12:01  
STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

97 SEP -2 PM 12:01

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GULF BREEZE TITLE AND CLOSING SERVICES, INC.

ARTICLE I.

NAME

The name of the corporation shall be GULF BREEZE TITLE AND CLOSING SERVICES, INC.

ARTICLE II.

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III.

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED THOUSAND (100,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V.

STOCK RESTRICTIONS

No transfer of any shares of stock of the corporation (other than by gift, by will, or by the laws of descent and distribution) shall be made on the books of the corporation, and no unregistered transfer of any legal or equitable interest in any such shares shall be made or be effective unless all the provisions of Florida Statutes §621.09 and §621.11 and of this Article shall have been complied with. First the shares shall be offered in writing to the corporation and its stockholders for sale to them at a price fixed in such offer. The offer shall be delivered or mailed to the corporation. The corporation may, within ten days after the receipt of such written offer, purchase all or any part of such shares by mailing or delivering a written acceptance to that effect to the person making such offer. If the corporation shall accept such offer in whole or in part, it shall specify a settlement date not more than five days after the date of such acceptance for the delivery to it, against payment, of the certificates representing the shares so purchased. Such certificates shall be delivered duly

endorsed for transfer with signature guarantee and with all required tax stamps affixed or with funds for payment of such taxes. If the corporation shall not purchase all such shares, the corporation shall on behalf of the registered owner promptly notify its stockholders in writing by mail or personal delivery that the balance of such shares is available for purchase by stockholders at the price specified in the offer. Each stockholder may elect to purchase all or any part of such shares by written acceptance to that effect received by the corporation within fifteen days after the date of mailing or delivery of such notification. If stockholders shall elect to purchase in the aggregate more shares than are available, the available shares shall be divided among the accepting stockholders in proportion to their registered ownership of shares of the corporation, rounding out fractions of shares, if any in favor of the smaller stockholders, and without allocating to any stockholder shares that he does not desire to purchase. Such apportionment shall be made by the president of the corporation and he shall fix the earliest practicable settlement date for the completion of the purchase of such shares and shall notify all interested persons of the apportionment and the settlement date by such means as he shall deem sufficient. Promptly after such settlement, or if no stockholders elect to purchase such shares then promptly after the expiration of the time for such election, the president shall determine whether all the provisions of this Article have been complied with, and if they have, he shall declare the unpurchased shares free shares and shall notify the registered owner of such determination. For a period of three months beginning on the first full business day following the date of such notification, the shares so declared to be free may be sold by the owner thereof to any person, whether or not a stockholder, at a price not less than the price at which the shares were offered to the corporation and its stockholders. After such three month period, such shares shall again become subject to the restrictions imposed by this Article. The president's decision regarding the apportionment among the stockholders, the settlement, and all matters relating to the interpretation of this Article shall be final. In the absence of the president, such decisions shall be made by a vice president. The stockholders have specified that this Article shall not be amended by the board of directors.

Every certificate representing shares that are restricted as to the sale, disposition or other transfer of the shares shall state that the shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall state that the corporation will furnish to any shareholder upon request and without charge a full statement of the restrictions.

**ARTICLE VI.**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The principal place of business and the mailing address of the corporation is 2717 Gulf Breeze Parkway, Gulf Breeze, Florida 32561. The street address of the initial registered office of the corporation is 2717 Gulf Breeze Parkway, Gulf Breeze, Florida 32561, and the initial registered agent at such address is John S. Bordelon.

**ARTICLE VII.**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1), not more than five (5).

**ARTICLE VIII.**  
**INCORPORATOR**

The name and address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
John S. Bordelon	2717 Gulf Breeze Parkway Gulf Breeze, Florida 32561

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of August, 1997.

  
\_\_\_\_\_  
JOHN S. BORDELON

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept the service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 29th day of August, 1997.

  
JOHN S. BORDELON

**FILED**  
SEP - 2 PM 12:01  
STATE  
ALLIANCE FLORIDA