

P97000078092



ACCOUNT NO. : 072100000032

REFERENCE : 477918 4388691

AUTHORIZATION

COST LIMIT : \$ 70.00

FILED
97 JUL 29 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 29, 1997

ORDER TIME : 8:53 AM

ORDER NO. : 477918-005

CUSTOMER NO: 4388691

300002250333--5

CUSTOMER: R. Scott Price, Esq
KELLY PRICE PASSIDOMO & SIKET,
P.A.
Suite 315
2640 Golden Gate Parkway
Naples, FL 34105-3203

DOMESTIC FILING

NAME: BDG REALTY GROUP, INC.
BRENTWOOD REAL ESTATE GROUP,
INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

RECEIVED
97 JUL 29 AM 9:53
DIVISION OF CORPORATION

SEP - 9 1997

W97-17423

67



RECEIVED

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

97 SEP 9 PM 3:27

PLEASE SUBMIT
Please give original
submission date as file date.

July 29, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: BRENTWOOD REAL ESTATE GROUP, INCORPORATED
Ref. Number: W97000017423

We have received your document for BRENTWOOD REAL ESTATE GROUP, INCORPORATED and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 397A00038122

ARTICLES OF INCORPORATION
OF
BMG REALTY GROUP, INC.

FILED
97 JUL 29 PM 4:12
SEC. STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify acknowledge and file these Articles of incorporation as follows:

ARTICLE I

The nature of the business and objects and purposes to be transacted and carried on by this corporation is to conduct a Real Estate Sales and Marketing Business and related activities and to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world. The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

No contract or other transaction between the corporation or any other corporation, shall be effected or invalidated by the fact that any one or more of the stockholder of this corporation is or are interested in, or is a stockholder or officer or are stockholder or officers of such other corporation, and any stockholder or stockholders or officer of officers, individually or jointly may be a party or parties to, or interested in any contract or transaction of this corporation, in which this corporation is interested in and no contract, act or transaction of this corporation with any person or person, firms or corporation shall be effected or invalidated by the fact that any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such contract, act, transaction, or in any way connected with such person or persons, firms or association, and each and every person who may become a stockholder of the corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be interested.

ARTICLE II

The name of the corporation shall be:

BMG REALTY GROUP, INC.

ARTICLE III

The authorized capital stock of this corporation shall be One Hundred (100) shares with a par value of one dollar (\$1.00) per share.

ARTICLE IV

The principal place of business of this corporation shall be:

Suite 123
5100 Tamiami Trail, North
Naples, FL 34103

ARTICLE V

The business of the corporation shall be managed and conducted by a Board of Director of not less than one (1) nor more than three (3) members as from time to time are determined by the stockholders, or by the directors, in accordance with the By-Laws of the Corporation. The initial Board of Directors shall be composed of three directors, and the name and address of those directors is as follows:

James E. Pierce
Suite 123
5100 Tamiami Trail, North
Naples, FL 34103

Arthur A. Shafran
Suite 123
5100 Tamiami Trail, North
Naples, FL 34103

E. Earl Donaldson
Suite 13-B127
9131 College Parkway
Ft. Myers, FL 33919

ARTICLE VI

The street address of the initial principal officer of this corporation is: Suite 123, 5100 Tamiami Trail, North, Naples, FL 34103 and the name and address of the initial registered agent of this corporation is:

R. Scott Price, Esq.
Kelly, Price, Passidomo and Siket
Suite 315
2640 Golden Gate Parkway
Naples, FL 34105

ARTICLE VII

The name and address of the person forming this corporation is:

E. Earl Donaldson
Suite 13-B127
9131 College Parkway
Ft. Myers, FL 33919

ARTICLE VIII


The annual meeting of the stockholders shall be held at the office of the corporation on the second Monday in July of each year. The executive officers of this corporation shall be a President, a Secretary, a Treasures, and at the option of the stockholders, one or more Vice-Presidents. The office of any one or more may be held by the same person. Some executive officers shall be elected by the stockholder at each annual meeting as aforesaid. the stockholders shall have the power to fill any

vacancy in any office.

ARTICLE IX

The first meeting of the incorporated and stockholders for the purpose of organizing and adopting By-Laws and election of officers shall be held at the office of the corporation.

IN WITNESS WHEREOF, the party hereto has hereunder set his hand and seal this 26TH day JUNE, 1997.

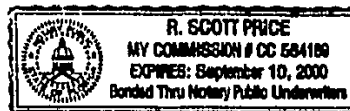

James E. Pierce, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, to me known to be the person described in and who executed the foregoing articles of Incorporation, and he acknowledged before me that he executed the same.

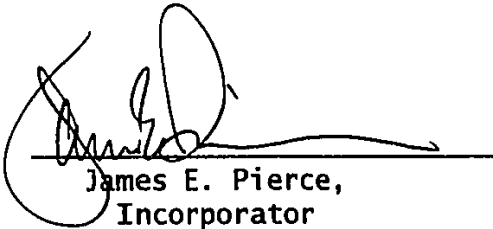
WITNESS my hand and official seal at Lee, Florida said State and County, this 26th day of June, 1997


Notary Public



CERTIFICATION OF PLACE OF BUSINESS
AND
DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: THAT BDG REALTY GROUP, INC. desires to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation located Naples, Collier County, Florida has named R. Scott Price, Esq. as its agent to accept service of process in this and designates said address as the Registered Office.


James E. Pierce,
Incorporator

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


R. Scott Price, Esq.

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STATE
SECRETARY, FLORIDA
TALLAHASSEE