

**TODD M. HOEPKER, P.A.**  
**COUNSELOR AT LAW**

250 NORTH ORANGE AVENUE • SUITE 1700 • ORLANDO, FLORIDA 32801  
TELEPHONE: (407) 426-7676 FACSIMILE: (407) 426-7878

September 22, 1997

P97000082990

Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

800002301948--4  
-09/24/97--01045--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Lombardi & Associates, P.A.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 representing the required fees and charges.

Please file these Articles of Incorporation in the usual manner and forward a certified copy of the Articles to this office.

If you have any questions or comments, please do not hesitate to call me. Thank you in advance for your cooperation.

Very truly yours,

  
TODD M. HOEPKER

TMH:clb  
Enclosures

FILED  
SECRETARY OF STATE  
BUREAU OF CORPORATE RECORDS  
97 SEP 24 AM 10:30

RP  
9-25-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 SEP 24 AM 10:30

**ARTICLES OF INCORPORATION**

**OF**

**LOMBARI & ASSOCIATES, P.A.**

The undersigned, acting as Incorporator of a corporation under Chapter 621, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME AND ADDRESS**

The name of this corporation is LOMBARI & ASSOCIATES, P.A. The principal address of the corporation shall be located at 477 Mayfair Circle, Orlando, Florida 32803.

**ARTICLE II**

**DURATION**

The period of its duration is perpetual.

**ARTICLE III**

**PURPOSE, POWERS AND RIGHTS**

The purpose is to engage in any activities or business permitted under Chapter 475, Florida Statutes and in accordance with Chapter 621, Florida Statutes. In furtherance of its corporate purpose, the corporation shall have all of the general and specific powers and rights granted to and conferred upon a corporation under Chapter 607 and 621, Florida Statutes.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to issue 100 shares, all of one class, with a \$10.00 par value.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent and office of this corporation is as follows:

Todd M. Hoepker, Esquire  
TODD M. HOEPKER, P.A.  
250 North Orange Avenue  
Suite 1700  
Orlando, Florida 32801

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

RICH LOMBARI  
477 Mayfair Circle  
Orlando, Florida 32803

**ARTICLE VII**

**INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

RICH LOMBARI  
477 Mayfair Circle  
Orlando, Florida 32803

**ARTICLE VIII**

**SHAREHOLDERS**

Shareholders of this corporation must be real estate professionals holding a license from the State of Florida.

**ARTICLE IX**

**DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this corporation.

**ARTICLE X**

**AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a majority vote.

## **ARTICLE XI**

### **INDEMNIFICATION**

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

## **ARTICLE XII**

### **SHAREHOLDER QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## **ARTICLE XIII**

### **REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

## **ARTICLE XIV**

### **INFORMAL ACTION**

If all the shareholders and directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders or the directors.

**ARTICLE XV**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**PREEMPTIVE RIGHTS**

97 SEP 24 AM 10:30

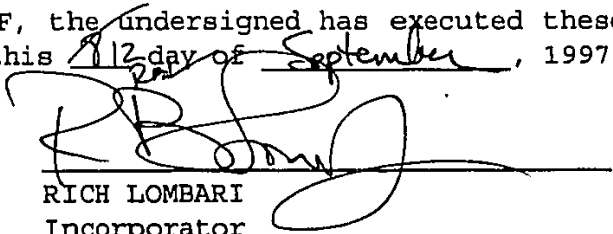
Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury share; provided, however, each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of same class then outstanding.

**ARTICLE XVI**

**RESTRICTIONS ON TRANSFER OF STOCK**

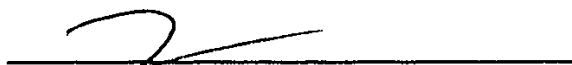
No shareholder may sell or transfer his/her shares in the corporation except to another individual who is eligible to be a shareholder in the corporation. Further restrictions on the sale or transfer of the shares of this corporation may also be set forth in a buy-sell agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 12 day of September, 1997.

  
RICH LOMBARDI  
Incorporator

**STATEMENT OF REGISTERED AGENT**

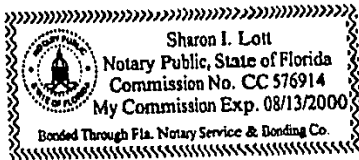
I hereby accept the appointment as registered agent, I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

  
TODD M. HOEPKER, ESQUIRE  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF ORANGE )

BEFORE ME, the undersigned authority, personally appeared the following individual, RICH LOMBARI, to me known to be the person who executed the foregoing Articles of Incorporation, as Incorporator, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12 day of Sept, 1997.



*Sharon I. Lott*

NOTARY PUBLIC

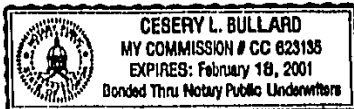
NAME PRINTED: Sharon I. Lott

My Commission Expires: 8-13-2000

STATE OF FLORIDA )  
COUNTY OF ORANGE )

BEFORE ME, the undersigned authority, personally appeared the following individual, TODD M. HOEPKER, ESQUIRE to me known to be the person who executed the foregoing Statement of Registered Agent, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of September, 1997.



*Cesery L. Bullard*

NOTARY PUBLIC

NAME PRINTED: CESERY L. BULLARD

My Commission Expires: 2/18/01