

P97000098004

ROBERT A. KIMBROUGH

*Attorney at Law*

1530 CROSS STREET

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TELEPHONE

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FAX

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December 2, 1997

VIA UPS NEXT DAY AIR

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

600002362026--7  
-12/03/97--01057--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Janice M. Green, P.A.

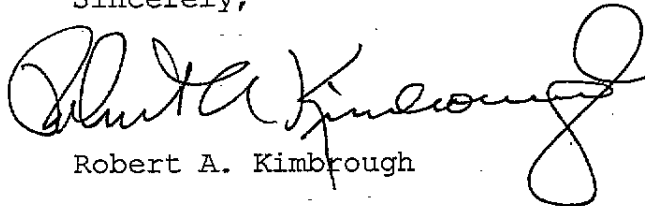
Ladies and Gentlemen:

Please accept for filing as a Florida professional service corporation the enclosed Restated and Amended Articles of Incorporation of Janice M. Green, P.A.

My check in the amount of \$87.50 representing the filing fee for the amendment, and \$52.50 for a certified copy of these Restated and Amended Articles of Incorporation. Please transmit to me a certified copy of the Restated and Amended Articles of Incorporation as soon as it is available.

Thank you for your assistance.

Sincerely,



Robert A. Kimbrough

RAK/ale

Enclosures

Amend + Restated  
12-18-97  
CC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 18 PM 3:03



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 9, 1997

ROBERT A. KIMBROUGH, ATTY  
1530 CROSS STREET  
SARASOTA, FL 34236-7015

SUBJECT: JANICE M. GREEN, INC.  
Ref. Number: P97000098004

We have received your document for JANICE M. GREEN, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

You need to have the original name showing at the heading of your document instead of the new name, please correct.

Please return 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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 697A00057994

ROBERT A. KIMBROUGH  
*Attorney at Law*  
1530 CROSS STREET  
SARASOTA, FLORIDA 34236-7015

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December 16, 1997

Ms. Cheryl Coulliette, Document Specialist  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

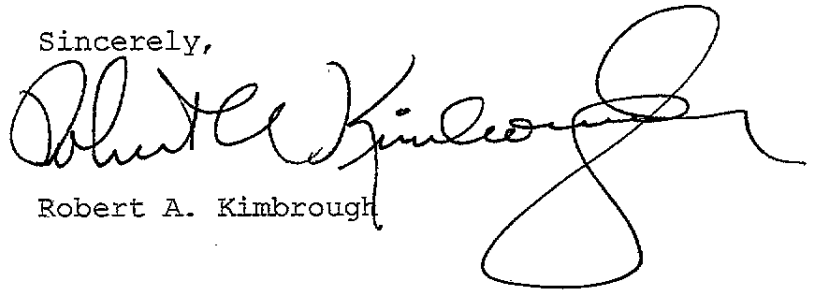
Re: Janice M. Green, Inc.  
Ref. Number: P97000098004

Dear Ms. Coulliette:

Resubmitted herewith, along with a copy of your letter to me of December 9<sup>th</sup> for reference, is a Certificate of Resolutions along with Restated and Amended Articles of Incorporation.

Hopefully these documents will be in satisfactory form for acceptance and filing. Thank you for your assistance.

Sincerely,



Robert A. Kimbrough

RAK/ale

Enclosures

RESTATED AND AMENDED ARTICLES OF INCORPORATION OF

JANICE M. GREEN, INC.

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

FILED STATE  
SECRETARY OF CORPORATION  
91 DEC 18 PM 3:03

Pursuant to the provisions of F.S. 607.1805, the undersigned corporation, originally incorporated under the name of JANICE M. GREEN, INC., document number P97000098004 pursuant to resolutions duly adopted by its Board of Directors and by its shareholders hereby changes its corporate nature to that of a professional service corporation and adopts the following restated and amended Articles of Incorporation:

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a professional service corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: JANICE M. GREEN, P.A.

ARTICLE II. PURPOSE

The purpose of the corporation is to engage in the profession of licensed real estate broker and/or licensed real estate sales person or broker-salesperson as a professional real estate brokerage and sales corporation and to carry on services incident to the practice of real estate broker and sales person. The

practice of real estate brokerage and sales is the sole and exclusive professional service to be rendered by this corporation.

The corporation may own property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purposes and objects of this corporation.

The professional service of this corporation shall be carried out only through its shareholders, officers, employees, and agents, each of whom is a licensed real estate broker and licensed real estate sales person in the State of Florida.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The shareholders of the corporation may include in agreements among themselves the following as valid matters of agreement.

1. Any limitation upon the transferability or assignment of the stock;

2. The conferring of pre-emptive rights of purchase upon stockholders or the corporation as conditions precedent to the sale or transfer of any issued stock.

3. Shares of the corporation shall be issued only to persons duly licensed or authorized by law to be real estate brokers and real estate sales persons in the State of Florida.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved according to law.

ARTICLE V. PRINCIPAL OFFICE

The address of the principal office, the mailing address of the corporation and the street address of the initial registered office of the corporation is 1743 South Drive, Sarasota, Florida 34239, and the name of its initial registered agent at such address is JANICE M. GREEN. In addition, the corporation may establish branch offices at other locations either within or without this state.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTOR

The name and the street address of the member of the first Board of Directors are:

NAME	ADDRESS
JANICE M. GREEN	1743 South Drive Sarasota, FL 34239

ARTICLE VIII. SUBSCRIBER

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

NAME

ADDRESS

JANICE M. GREEN

1743 South Drive  
Sarasota, FL 34239

ARTICLE IX. MANAGEMENT OF CORPORATION

If this corporation enters into contracts or transacts business with one or more of its officers, or with any firm of which one or more of its officers are members, or with any other corporation or association of which one or more of its officers are shareholders or officers, such contract or transaction shall not be invalidated or in any way affected by the fact that such officer or officers have or may have interests therein which are or might be adverse to the interest of this corporation, provided such contract or transaction is entered into in good faith and in the usual course of business.

ARTICLE X. CAPITAL STRUCTURE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) stockholders.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by stockholders owning not less than two-thirds (2/3) of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their interest that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. BY-LAWS

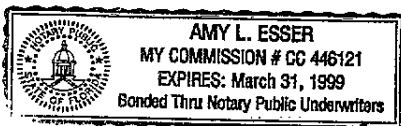
By-Laws of the corporation may be adopted or amended by approval of stockholders owning two-thirds (2/3) of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that certain By-Laws or amendments thereto be made.

Janice M. Green  
JANICE M. GREEN

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the county and state named above to take acknowledgments, personally appeared JANICE M. GREEN, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state named this 2nd day of December, 1997.



Amy L. Esser  
Notary Public - State of Florida  
Name Printed:  
My Commission Expires:

Personally Known ✓ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_



## CERTIFICATE OF RESOLUTIONS

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

The undersigned, as President and Secretary of JANICE M. GREEN, INC., a Florida corporation, hereby certifies that at a combined meeting of the directors and shareholders of JANICE M. GREEN, INC., at which all directors and shareholders were present and waived notice, the following resolution was adopted by unanimous vote of all directors and shareholders:

RESOLVED that the Articles of Incorporation of JANICE M. GREEN, INC., are amended as follows:

1. The corporate nature of the corporation is changed to that of a professional service corporation.

2. The name of the corporation is changed to be JANICE M. GREEN, P.A.

3. Article II of the Articles of Incorporation is hereby amended to be as follows:

The purpose of the corporation is to engage in the profession of licensed real estate broker and/or licensed real estate sales person or broker-salesperson as a professional real estate brokerage and sales corporation and to carry on services incident to the practice of real estate broker and sales person.

The practice of real estate brokerage and sales is the sole and exclusive professional service to be rendered by this corporation.

The corporation may own property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purposes and objects of this corporation.

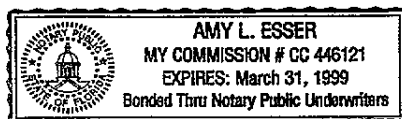
The professional service of this corporation shall be carried out only through its shareholders, officers, employees, and agents, each of whom is a licensed real estate broker and licensed real estate sales person in the State of Florida.

WHEREFORE, this certificate is executed on behalf of said corporation by its President and Secretary this 16<sup>th</sup> day of December, 1997.

Janice M. Green  
JANICE M. GREEN, President and  
Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of December, 1997, by JANICE M. GREEN, as President and Secretary of JANICE M. GREEN, INC., a Florida corporation.



Amy L. Esser  
Notary Public - State of Florida  
Name Printed:  
My Commission Expires:

Personally Known ✓ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_