

*P98000007534*  
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January 19, 1998

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-01/22/98--01117--001  
\*\*\*\*122.50 \*\*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Joanne Cairone, P.A.

Gentlemen:

Please find enclosed herewith is the duly executed charter of the above named corporation for filing under the laws of the State of Florida.

I am also enclosing herewith my check in the amount of \$122.50 as payment of the following items:

Filing fee	\$35.00
Registered Agent Fee	\$35.00
Certified copy	\$52.50

When you have completed the filing of this charter, will you please furnish me with the certified copy of same.

Thanking you for your cooperation in this matter and with best regards, I am

Very truly yours,

*Holly Eakin Moody*  
Holly Eakin Moody

HEM:tnt  
encls

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 22 AM 8:29

D. BROWN JAN 26 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## **ARTICLES OF INCORPORATION**

### **OF**

### **JOANNE CAIRONE, P.A.**

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these articles for formation of a corporation under the Professional Service Corporation Act and other laws of the State of Florida.

#### **ARTICLE I**

##### **NAME OF CORPORATION**

The name of this corporation is JOANNE CAIRONE, P.A.

#### **ARTICLE II**

##### **PRINCIPAL OFFICE**

The principal office of this corporation shall be at 4625 Briarcliff Lane, Coconut Creek, Florida 33066.

#### **ARTICLE III**

##### **PURPOSE**

The corporation is formed for the following purposes:

- A. To provide appraisal services and real estate brokerage.
- B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of

professional services.

C. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

D. The transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

E. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

#### **ARTICLE IV**

#### **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of One Dollar (\$1.00) per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed for appraisal or real estate law in the State of Florida.

#### **ARTICLE V**

This corporation shall have perpetual existence unless sooner dissolved according to law.

## **ARTICLE VI**

### **RELATIVE RIGHTS OF SHARES OF CAPITOL STOCK**

Since this corporation shall issue only one class of stock, to wit: common stock, there shall be no preferences or limitations in respect to the individual shareholders of such stock.

## **ARTICLE VII**

### **DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders but shall never be less than one (1) director, provided, however, that all corporate powers shall be exercised by the stockholders and the business and affairs of the corporation shall be managed under the direction of the stockholders in accordance with By-Laws adopted by the stockholders and provided further that each director of this corporation shall be licensed to provide appraisal and/or real estate brokerage services law in the State of Florida.

## **ARTICLE VIII**

### **INITIAL DIRECTOR**

The names and post office address of the members of the first Board of Directors is as follows:

**Name**

**Address**

Joanne Cairone

4625 Briarcliff Lane  
Coconut Creek, FL 33066

## **ARTICLE IX**

### **INCORPORATORS**

The name and post office address of the incorporator of these Articles of Incorporation, duly licensed under the laws of the State of Florida to render services as such, is as follows:

**Name**

**Address**

Joanne Cairone

4625 Briarcliff Lane  
Coconut Creek, FL 33066

## **ARTICLE X**

### **INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the official registered office of this corporation is 4625 Briarcliff Lane, Coconut Creek, Florida, 33066, and the name of the initial Registered Agent of this corporation at that address is Joanne Cairone.

## **ARTICLE XI**

### **VOTING TRUSTS**

No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of their shares.

## **ARTICLE XII**

### **RESTRAINT ON ALIENATION OF SHARES**

The stockholders of this corporation shall have the power to include in the By-Laws, adopted by a simple majority vote of the shares of this corporation issued and outstanding, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of

any of the outstanding shares of this corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the stockholders of this corporation; provided, however, that notice of such regulatory or restrictive provisions shall be plainly written upon the face of such certificate evidencing the ownership of such stock. No stockholder of this corporation may sell or transfer their shares therein except to another individual who is eligible to be a stockholder of this corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for such purpose. If any stockholder becomes legally disqualified to perform appraisal or real estate brokerage services in the State of Florida, or accepts employment that places restrictions or limitations upon their continuous rendering of such professional services, such stockholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by these stockholders.

### **ARTICLE XIII**

#### **ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. This corporation shall have the power, at its option, to purchase and acquire and redeem any and all of its shares owned and held by any such stockholder as should desire or be required to sell, transfer, or otherwise dispose of their shares, in accordance with the By-Laws adopted by the stockholders of this corporation setting forth the terms and conditions of such

purchase; provided, however, the capital of this corporation is not impaired.


B. This corporation shall have the power to purchase and acquire and redeem the shares owned and held by any stockholder who dies, in accordance with the By-Laws adopted by the stock- holders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

#### ARTICLE XIV

#### BY-LAWS

By-Laws for this corporation, not inconsistent with these Articles of Incorporation or the laws of the State of Florida, shall be adopted by the stockholders of the corporation upon a simple majority vote of the shares of this corporation issued and outstanding and such By-Laws may be amended by vote of not less than a majority vote of the issued and outstanding stock of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of January, 1998.

  
Joanne Cairone

STATE OF FLORIDA

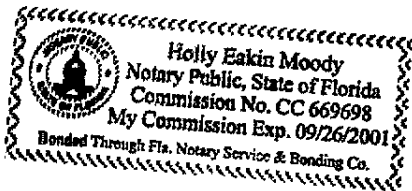
COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared, Joanne Cairone, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the foregoing Articles of Incorporation for the

purposes stated therein.

WITNESS my hand and official seal in the County and State last aforesaid this 19 day  
of January, 1998.

Holly Eakin Moody  
Notary Public, State of Florida  
My commission expires:



**ACCEPTANCE OF REGISTERED AGENT**

Having been named as the Registered Agent for the foregoing corporation with a  
registered office as set forth in the foregoing Articles of Incorporation, the undersigned hereby  
agrees to act in that capacity and to comply with the provisions of all statutes relative to the  
proper and complete performance of my duties.

Joanne Cairone  
Joanne Cairone  
Registered Agent  
Dated: Jan. 19, 1998

FILED  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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