

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P980000021036

Mildred P. Chapman, P.A.

800002447748--3  
-03/05/98--01019--013  
\*\*\*\*122.50 \*\*\*\*122.50

RECEIVED

98 MAR -5 AM 10:27

DIVISION OF CORPORATION

Signature

Requested by:

Cher

3.5

955

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAR -5 PM 12:03

FILED

98-35-98

FILED  
98 MAR -5 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MILDRED P. CHAPMAN, P.A.

(A PROFESSIONAL CORPORATION)

The undersigned natural person, competent and licensed to practice as a real estate agent in the State of Florida, acting hereby as incorporator, for the purposes of forming a Professional Service Corporation for profit under the provisions of Section 671, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I NAME OF CORPORATION, PRINCIPAL  
OFFICE AND MAILING ADDRESS

(a) The name of the corporation shall be Mildred P. Chapman, P.A.:

(b) The principal office of this corporation shall be 408 Beach Drive, Destin, Florida 3541.

(c) The mailing address of this corporation shall be 408 Beach Drive, Destin, Florida 32541.

ARTICLE II PURPOSES

The general nature and purposes of business to be transaction, promoted and carried on by the corporation are as follows:

(a) To engage in every aspect in the practice of a real estate agent, and all its fields of specializations, as are engaged in by real estate agents;

(b) To engage and render the professional services involved only through its officers, agents and employees who shall be real estate agents in good standing and duly licensed or otherwise legally authorized within the state of Florida to render the same professional service as this corporation;

(c) To invest its funds in real estate, mortgages, stock, bonds and any other type of investment permitted by law;

(d) To engage in no other business other than the rendition of professional services specified herein;

the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the state of Florida.

### ARTICLE III CAPITAL STOCK

(a) The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be 5,000 shares of common stock at One Dollars (\$1.00) per share par value.

(b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services;

(c) Shares of the corporation stock and certificates shall be issued only to real estate agents in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### ARTICLE IV DURATION

The corporation shall have perpetual existence.

### ARTICLE V REGISTERED AGENT

The address of this corporation's initial registered agent is 743 Highway 98 East, Suite 5, Destin, Florida 32541 and the name of its initial registered agent at said address is Robert E. McGill, III.

### ARTICLE VI INCORPORATOR

The name and address of the incorporator is as follows:

David A. Owen  
743 Highway 98 East, Suite 5  
Destin, Florida 32541

### ARTICLE VII BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

Mildred P. Chapman  
408 Beach Drive  
Destin, Florida 32541

### ARTICLE VIII INFORMATION SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting

if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

#### ARTICLE IX SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### ARTICLE X INFORMATION DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, then 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 Board of Directors.

#### ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XII BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and stockholders, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

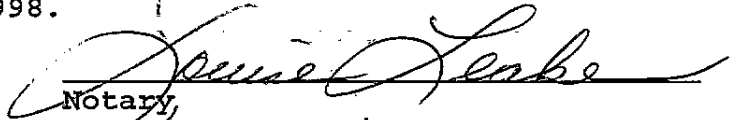
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida, this 4th day of March, 1998.

  
Incorporator

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me, the undersigned authority, personally appeared David A. Owen, who is known to me to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
4th day of March, 1998.

  
Notary

Louise Leake  
Print Name

[SEAL]



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is Mildred P. Chapman, P.A.
2. The name and address of the registered agent and office is:

Robert E. McGill, III  
743 Hwy 98, East, Suite 5  
Destin, FL 32541

SIGNATURE \_\_\_\_\_

(Corporate Officer)

TITLE \_\_\_\_\_

Incorporator

DATE \_\_\_\_\_

3/4/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE \_\_\_\_\_

DATE \_\_\_\_\_

3/4/98