

TRANSMITTAL LETTER

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

400002592614--4
-07/20/98--01023--003
*****70.00 *****70.00

SUBJECT: PROFESSIONAL CONDO CONCEPTS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☒ \$70.00 ☐ \$78.75 ☐ \$122.50 ☐ \$131.25

FROM: NICOLA MC CONNELL
Name (printed or typed)
2181 Indian Rocks Rd. S., Suite 1
Address
Largo, Florida 33774
City, State & Zip
(727) 584-6695
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 JUL 20 AM 9:36

FILED

PLEASE RUSH - THANK - YOU.

NOTE: Please provide the original and one copy of the articles.

JUL 24 1998

To Whom It May Concern,

Enclosed please find my paper work to file for a new corporation. I was incorporated several years ago but let it lapse upon my accountants advice. I would like to file as a **new** corporation now. I renewed the fictitious name as I thought I would become incorporated again when my business grew.

If you have any questions please do not hesitate to call me.

Thank you for your assistance.

Nikki McConnell

JAN 22 1999

**ARTICLES OF INCORPORATION
OF
PROFESSIONAL CONDO CONCEPTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION: The name of the corporation shall be:
PROFESSIONAL CONDO CONCEPTS, INC.

ARTICLE II

NATURE OF BUSINESS: Section 1. To engage in every phase and aspect of rendering to the public the same professional services that a condominium association manager, duly licensed under the laws of the State of Florida, is authorized to render, including, but not limited to, the teaching of classes and publishing of literature and/or tapes relating to condominium management, and that such professional services shall be rendered only through its officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida.

Section 2. To invest the funds of the corporation in real estate, mortgages, stocks, bonds and any other type of investment, and to own real and personal property necessary for rendering professional services authorized hereby.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time shall be Seven Thousand Five Hundred (7,500) shares having a par value of One Dollar (\$1.00) par value. All stock issued shall be fully paid and non-assessable. The stockholders shall have no preemptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation shall begin business will not be less than \$300.00.

ARTICLE V

TERM OF EXISTENCE: The corporation's existence shall commence upon filing of the Articles of Incorporation by the Department of State. This corporation is to exist perpetually.

ARTICLE VI

PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION: The initial street address of the principal office of this corporation in the State of Florida is 2181 Indian Rocks Road S. Suite 1, Largo, Florida 33774 and the initial mailing address of the corporation is 2181 Indian Rocks Road S., Suite 1, Largo, FL 33774. The Board of Directors shall have the power to establish branch offices and, from time to time, move the principal office of the corporation to any other address in Florida.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE: The address of this corporation's initial registered office is 2181 Indian Rocks Road So., Suite 1, Largo, Florida 333774 and the name of its initial registered agent at said address is Nicola J. McConnell.

ARTICLE VIII

DIRECTORS: The corporation shall have one (1) director, initially. The number of directors may be increased or decreased from time to time as permitted by the laws of the State of Florida, by By-Laws adopted by the stockholders. Any Director may be removed from office by a majority of the stockholders entitled to vote thereon at any annual or special meeting of the stockholders, for any cause deemed sufficient by such stockholders.

2.

ARTICLE IX

INITIAL DIRECTORS: the name and street address of the member of the first Board of Directors who, subject to provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until her successors are elected and has qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Nicola J. McConnell	11489 Dauphine Ave N Largo, Florida 33778

ARTICLE X

SUBSCRIBERS: The name and street address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Nicola J. McConnell	11489 Dauphine Ave. N. Largo, FL 33778

ARTICLE XI

STOCK: The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized to practice as a Condominium Association Manager in the State of Florida, and who are employees, officers or agents of this corporation. In the event that a stockholder:

(a) Becomes disqualified to practice as a community association manager in this state, or

(b) Is elected to a public office or accepts employment that, pursuant to law, placed restrictions or limitations upon his or her continued rendering of professional services as a community association manager, or

(c) Ceases to be an employee, officer or agent of the corporation, or

(d) Sells, transfers, hypothecates or pledges or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of the Articles, or the By-laws of the corporation, or

(e) Suffers an execution to be levied upon his or her stock, or such stock is subject to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the shareholder, then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately canceled by this corporation and the stockholder or other person in possession of such stock shall be entitled only to receive payment for the value of such stock which, in the absence of the By-law provisions or written agreement between the corporation and its stockholders or written agreement among its stockholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The stockholder whose stock is thus forfeited and canceled by the corporation shall forthwith cease to be an employee, officer, director or agent of the corporation, and except to receive payment for this stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and thereafter have no further financial interest of any kind in this corporation.

ARTICLE XII

DEATH OF STOCKHOLDER: Upon the death of a stockholder, his or her stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the By-Laws of the Corporation, or by written agreement between the corporation and its stockholders, or by written agreement among the stockholders, in a manner consistent with law and these Articles.

ARTICLE XIII

TRANSFER OF STOCK: No stockholder of this corporation may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice as a condominium association manager in the State of Florida and then only after the proposed sale or transfer shall have been first approved, at a stockholders' meeting specially called for such purpose. The corporation's shareholders are specifically authorized from time to time adopt By-Laws not inconsistent herewith restraining the alienation of

shares of stock of this corporation and providing for the purpose or redemption by the corporation of its shares of stock.

ARTICLE IV

RESTRICTIONS: In furtherance of and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any as may be set forth in the By-laws, the Board of Directors shall have the general management and control of the business and may exercise all of the power of the corporation except such as may be by statute, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. The corporation shall have such officers as may from time to time be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

3. No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in or is a member, director or officer or as members, directors or officers or such other firm or corporation, and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person, firm association, or corporation shall be affected or invalidated by the fact that any director or directors or the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm association or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself, herself, any firm, association or corporation in which he or she may in any way be interested.

ARTICLE XV

REGULATION OF INTERNAL AFFAIRS: Meetings of the shareholders or the Board of Directors of this corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated by the By-Laws of the Corporation or by the resolution of the Board of Directors.

The initial By-Laws of the corporation shall be adopted by its Board of Directors. The power to amend or repeal the BY-Laws or to adapt new by-laws shall be in the shareholders, but the affirmative vote of the holders of the majority of the shares outstanding shall be necessary to exercise that power. The By-Laws may contain any provisions for the regulation and management of this corporation which are consistent with the Laws of the State of Florida and these Articles of Incorporation.

ARTICLE XVI

INFORMAL ACTIONS OF DIRECTORS: If all of the 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 Board of Directors.

ARTICLE XVII

MEETING BY TELEPHONE CONFERENCE: The Board of Directors may participate in meetings of the Board by means of a conference telephone or similar communications equipment.

ARTICLE XVIII

AMENDMENT: This corporation reserves the right to amend, alter, change or appeal any provisions contained herein in the manner now or hereafter prescribed by law, and all right conferred on stockholders herein are granted subject to this reservation.

ARTICLE XIX

INCORPORATOR: The name and address of the incorporator of the Articles of Incorporation is as follows:

Nicola J. McConnell

2181 Indian Rocks Rd. S., Suite 1
Largo, Florida 33774

ARTICLE XX

INTENTION OF THE INCORPORATORS: It is the intention of the incorporator of these Articles of Incorporation that this corporation shall remain a closed corporation, and the stockholders of this corporation may enter into such stockholder, stock purchase or trustee agreements with other stockholders of this corporation as they may see fit in order to carry out this intention; provided, however, that the stockholder, stock purchaser or trustee agreement shall be noted upon the stock certificate of this corporation.

IN WITNESS WHEREOF, I the undersigned subscriber, have hereunto set my hand for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true, on this the 15 day of July, 1998.

Nicola J. McConnell
Nicola J. McConnell, Incorporator

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Nicola J. McConnell, to me well known to be the person who executed the foregoing Articles of Incorporation and she duly acknowledged before me that she executed the foregoing Articles of Incorporation and she duly acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Pinellas County, Florida, State and County above named this the 15 day of July, 1998.

Debra A. Mathews
Notary Public
My Commission Expires:



Debra A. Mathews
MY COMMISSION # CC585097 EXPIRES
September 16, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Professional Condo Concepts, Inc.

2. The name and address of the registered agent and office is:

Nicola J. McConnell

(Name)

2181 Indian Rocks Road South, Suite 1

(P.O. Box not acceptable)

Largo, FL 33774

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.

Nicola J. McConnell
(Signature)

Nicola J. McConnell 7/15/98