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REFERENCE : 945726 132361A

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 122.50

ORDER DATE : August 31, 1998

ORDER TIME : 11:49 AM

ORDER NO. : 945726-005

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CUSTOMER NO: 132361A

CUSTOMER: A. Clifton Black, Esq  
A. CLIFTON BLACK, ESQ

903 West Emmett Street

Kissimmee, FL 34741

DOMESTIC FILING

NAME: ORANGE PLAZA PROPERTIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 31 AM 8:32

RECEIVED  
98 AUG 31 11:20  
DIVISION OF INCORPORATION

**ARTICLES OF INCORPORATION  
OF  
ORANGE PLAZA PROPERTIES, INC.,  
A FLORIDA CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, the subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form this Corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be Orange Plaza Properties, Inc.

**ARTICLE II - NATURE OF BUSINESS**

The nature of the business of this corporation shall be to engage in construction and contracting for the improvement of real property, residential and commercial, to own manage and lease real property, to provide goods and services incidental thereto, and to do all other things permitted by law.

**ARTICLE III - POWERS**

This corporation shall have all powers provided by law, including the power to do each and every thing necessary or suitable or proper for the accomplishment of any one of its purposes or the attainment of any one or more of the objectives enumerated hereinabove.

**ARTICLE IV - STOCK**

The authorized capital stock of this corporation shall be one hundred (100) shares of common stock at one dollar (\$1.00) per share par value. The common stock shall have exclusive voting power. Profits realized by the corporation in any one year beyond the

sum necessary to increase inventory and to expand the corporation shall be applicable to the stockholders as agreed upon by the Board of Directors or as otherwise herein provided. Nothing herein shall be deemed to limit the corporation in meeting any applicable requirements for preferred or selected treatment under the United States Internal Revenue Code. Consideration on issuance thereof shall be determined by the Board of Directors; provided, however, that each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of this corporation, or securities of the corporation convertible into or carrying a right, warranty or option to subscribe to or acquire such shares, which may be issued at any time by the corporation. The shareholders may, by unanimous written consent, provide for restrictions to be placed upon the transferability of shares for a right on the part of the corporation or one or more shareholders of first refusal as to any transfer by any shareholder or shareholders and may further provide for the terms and conditions of said restriction or said right or rights of refusal, including but not limited to the creation of a mode or manner by which the valuation or sale price of any such said shares may be determined.

#### ARTICLE V- INITIAL CAPITAL

The amount of capital with which this corporation will begin is not less than five hundred and no/100 dollars (\$500.00).

#### ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VII - ADDRESS

The initial address of this corporation shall be 408 Arbor Circle, Kissimmee, Florida 34747. The registered agent at the corporate address is Robert J. Parker. The Board of Directors or any other governing person or persons as provided herein may, from time to time, move the office to any other address in Florida.

#### ARTICLE VIII - EXERCISE OF CORPORATE POWERS, DUTIES, MANAGEMENT

This corporation shall be managed by its Board of Directors; provided, however, that the Board of Directors may, from time to time, delegate certain responsibilities for the management of the business and affairs of the corporation to one or more officers of the corporations, or to a management committee. Upon delegation of any corporate powers or duties by the Board of Directors to any person or persons, the corporation may indemnify said person or persons for any acts or omission occurring in the performance or discharge of powers or duties, if and to the extent provided by law.

#### ARTICLE IX - VOTING SHAREHOLDERS DEADLOCK, ARBITRATION, MEDIATION

In any and all action requiring voting by shareholders, each outstanding share shall be entitled to one vote. A two-thirds majority of the shareholders may, through adoption of a by-law, or other written agreement, provide for the resolution of any matter upon which voting of the shareholders is not decisive or determinative, by referral or such said matter or matters to any person, persons, or entity, for arbitration, mediation, or other amicable resolution.

#### ARTICLE X - MEETINGS

Meetings of the shareholders and the Board of Directors and notice requirements, if any, shall be as prescribed by the By-Laws, or as otherwise provided by law.

#### ARTICLE XI - BY-LAWS

The right to adopt or to amend By-Laws shall be reserved for the shareholders. The manner of the amendment shall be as set forth in the By-Laws.

#### ARTICLE XII - BOARD OF DIRECTORS

This corporation shall have one or more directors. The name and address of the first Board of Directors is:

Robert J. Parker  
408 Arbor Circle  
Kissimmee, Fl. 34747

Janis J. Parker  
408 Arbor Circle  
Kissimmee, FL. 34747

The initial officers shall be:

Robert J. Parker, President  
408 Arbor Circle  
Kissimmee, Fl. 34747

Janis J. Parker, Vice President and Treasurer  
408 Arbor Circle  
Kissimmee, FL. 34747

#### ARTICLE XIV - INCORPORATORS

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

Robert J. Parker  
408 Arbor Circle  
Kissimmee, Fl. 34747

#### ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I, the undersigned, being the original Incorporator of Orange Plaza Properties, Inc., do hereby make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and correct, and accordingly I have executed these Articles of Incorporation, this 21st day of August, 1998.

  
Robert J. Parker, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF OSCEOLA

BEFORE ME, the undersigned authority, personally appeared Robert J. Parker, who is personally known to me, or who has produced a valid Florida Drivers license number P626-770-49-031-0 and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes expressed herein.

WITNESS my hand and official seal in the state and county above stated this 21st day of August, 1998.

  
NOTARY PUBLIC

Mary Ann Duncan  
(Name of Acknowledger Printed)  
Commission No.:



MARY ANN DUNCAN  
My Comm Exp. 6/27/99  
Bonded By Service Ins  
No. CC460561

☐ Personally Known ☒ Other I.D.

ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments in the State of Florida, and in the County of Orange, appeared Robert J. Parker who is personally known to me, or who has produced a valid Florida Drivers License, whose residence address is 408 Arbor Circle, Kissimmee, Florida 34747, and whose business address is same, and, being sworn, deposed and said that he has accepted the designation as registered agent for Orange Plaza Properties, Inc., this

21st day of August, 1998.

  
ROBERT J. PARKER  
Registered Agent

  
NOTARY PUBLIC

Mary Ann Duncan  
(Name of Acknowledger Printed)

Commission No.:

1) Personally Known ☒ Other I.D. ☐  
No. CC460561  
Bonded By Service Ins  
My Comm Exp. 6/27/99  
MARY ANN DUNCAN



FL.# P626-770-49-031-0

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