

TRANSMITTAL LETTER  
**P98000085064**  
FILED

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

98 OCT -5 AM 11:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: JRL MAGIC SERVICES, INC.  
(Proposed corporate name - must include suffix)

700002636217--1  
-09/10/98--01053--004  
\*\*\*131.25 \*\*\*131.25

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

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: LINDA ASSELIN  
Name (Printed or typed)

2611 ROOSEVELT STREET  
Address

HOLLYWOOD FL 33020  
City, State & Zip

904-927-9008  
Daytime Telephone number

W98-21073  
P. Hall  
OCT -5 1998  
(8)

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



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 15, 1998

LINDA ASSELIN  
2611 ROOSEVELT ST  
HOLLYWOOD, FL 33020

SUBJECT: JRL MAGIC SERVICES, INC.  
Ref. Number: W98000021073

We have received your document for JRL MAGIC SERVICES, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of 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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 298A00046791

# ARTICLES OF INCORPORATION

FILED

98 OCT -5 AM 11: 03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

## **ARTICLE I - NAME**

The name of the corporation shall be **JRL MAGIC SERVICES, INC.**

## **ARTICLE II - PURPOSE**

This corporation is organized for the following purposes:

1. To manage and administrate services for owner and community association on real estate property of every kind and description within and without the State of Florida.
2. To acquire, own, hold, develop, decorate, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
3. To engage in the marketing, sales, and management of and for real estate interest and personal property interests and to buy and sell real and personal property of any nature whatsoever.
4. To take, buy, exchange, lease or otherwise acquire, sell, pledge and mortgage real and personal property and any interest of rights therein, and to hold, own, operate, contract, maintain, decorate, manage and develop such property and interests in any manner that may be necessary, useful or advantageous for the purpose of this corporation.
5. To own, operate, develop and sell real estate for the purpose of real estate development, including the sale of the real estate as condominium time sharing ownership or in bulk sale.
6. To carry on any lawful business necessary or incidental to the attainment of the purpose of this corporation whether or not such business is similar in nature to the purposes enumerated in these

Articles of Incorporation and all other lawful business which may be conducted under the laws of the State of Florida.

7. To convey, sell, assign, transfer, lease, mortgage or to execute mortgages, pledge, exchange, or otherwise deal with any property.

### **ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 100,000 outstanding shares of common stock having no par value. The consideration received for issuance of said stock shall be as determined by the Board of Directors. After payment to the corporation by cash, services actually performed or tangible or intangible property for said shares, such shares shall be deemed to be fully paid and non-assessable.

### **ARTICLE IV - PRE-EMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which each already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### **ARTICLE V - CORPORATE EXISTENCE**

This corporation shall have perpetual existence and its existence shall commence upon filing.

### **ARTICLE VI - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

2611 Roosevelt Street  
Hollywood, FL 33020

### **ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Linda Asselin  
2611 Roosevelt Street  
Hollywood, FL 33020

## **ARTICLE VIII - BOARD OF DIRECTORS**

This corporation shall have (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one.

The name and address of the initial director of this corporation is:

Linda Asselin  
2611 Roosevelt Street  
Hollywood, FL 33020

## **ARTICLE IX - INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation are:

Linda Asselin  
2611 Roosevelt Street  
Hollywood, FL 33020

## **ARTICLE X - LIMITATIONS AND RELATIVE RIGHTS OF CAPITAL STOCK**

### **Section 1. Dividends**

The holder of record of the capital stock shall be entitled to cash or stock dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors. Cash or stock dividends, if any, shall accrue from the date of issue, unless decided otherwise by the Board of Directors.

### **Section 2. Rights Upon Liquidation or Dissolution**

After payment of all of the debts, liabilities and responsibilities of the corporation, the holders of the capital stock shall be entitled to distribute the remaining assets of this corporation in such manner that the assets shall be payable to and distributed ratably among the holders of record of the capital stock in proportion to the number of shares held and owned by each shareholder. Any liquidation under this section shall not treat accumulated dividends as set forth in Section 1 that have not been distributed in any preferential manner.

Section 3. Voting Rights

Except as otherwise provided by law, the voting for the election of directors shall be vested exclusively in the holders of the outstanding capital shares.

**ARTICLE XI - RESTRICTION ON TRANSFER OF STOCK**

Shares held by shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders. Price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and/or this corporation.

The above restriction shall apply not only upon the reissuance or transfer of capital stock of this corporation to another stockholder, but shall also apply in the event of death, disability or other reasons, all of which shall be separately set forth in the Bylaws and Stockholders' Agreement.

**ARTICLE XII - SHAREHOLDER QUORUM AND VOTING**

All of the shares entitled to vote represented in person or proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of all of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XIII - DIRECTOR'S RESIDENCY AND COMPENSATION**

Directors of this corporation need not be residents of the State of Florida. The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

**ARTICLE XIV - DIRECTOR QUORUM AND VOTING**

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present or if a director or directors have abstained from voting because of a interest in the matter to be voted upon, the affirmative vote of all of the directors present and voting shall be the act to the Board of Directors.

**ARTICLE XV - INDEMNIFICATION**

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

## **ARTICLE XVI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day of September, 1998.

A handwritten signature in cursive script, appearing to read "Linda Asselin", is written over a horizontal line.

Linda Asselin

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

98 OCT -5 AM 11: 03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: JRL MAGIC SERVICES, INC.
2. The name and address of the registered agent and office is:  
LINDA ASSELIN  
2611 Roosevelt Street  
Hollywood, FL 33020

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.

Linda Asselin  
Signature

Sept. 19-98  
Date