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LAW OFFICES

White & Babey, P. A.

A PROFESSIONAL ASSOCIATION

1401 UNIVERSITY DRIVE

SUITE 600

CORAL SPRINGS, FLORIDA 33071

TELEPHONE (954) 755-0700

TELECOPIER (954) 755-4623

ROBERT A. WHITE

BOARD CERTIFIED REAL PROPERTY LAWYER

E-MAIL: bobwhite@icanect.net

SANDRA J. BABEY

E-MAIL: sjbabey@icanect.net

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***122.50 ***78.75

January 14, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

(via Federal Express)

Re: Carl C. Lammers, P.A.

Gentlemen:

Enclosed herewith please find the following relative to the above-named corporation:

1. Original and one copy of the Articles of Incorporation.
2. Our check in the amount of \$122.50 representing payment of the following fees and costs:

Filing Fee:	\$35.00
Registered Agent Designation:	35.00
Certified Copy:	<u>52.50</u>

TOTAL \$122.50

Very truly yours,


ROBERT A. WHITE

RAW/bk
Encl.

P.S. Please return a copy of the filed Articles via Federal Express using the enclosed airbill and envelope.

Q. BROWN: JAN 20 1999

ARTICLES OF INCORPORATION

OF

CARL C. LAMMERS, P.A.

THE UNDERSIGNED, subscriber to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is: **CARL C. LAMMERS, P.A.**

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a real estate broker duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to transact real estate matters therein.
- 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 objects of this corporation.

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 III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **7500** shares of common stock having a par value of \$1.00 per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to transact real estate matters in the State of Florida.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than **FIVE HUNDRED (\$500.00) DOLLARS.**

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually, unless sooner

dissolved according to law.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 1771 N.W. 127th Way, Coral Springs, Florida 33071. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Shareholders, but shall never be less than one (1). Directors shall be required to possess the same professional qualifications as Shareholders are required to possess, and shall be required to be Shareholders in this corporation.

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

CARL C. LAMMERS

1771 N.W. 127th Way
Coral Springs, FL 33071

ARTICLE IX

SUBSCRIBERS

The names and post office addresses of the subscriber of these Articles of Incorporation is:

CARL C. LAMMERS

1771 N.W. 127th Way
Coral Springs, Florida 33071

ARTICLE X
VOTING TRUSTS

No shareholder 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 his shares.

ARTICLE XI
CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each Shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XII
CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm, or corporation and every person who may become a Director of this corporation is

hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XIII
REMOVAL OF DIRECTORS

Any Director of this corporation may be removed at any annual or special meeting of the Shareholders by an affirmative vote of two-thirds (2/3) of the Shareholders of this corporation.

ARTICLE XIV
RESTRAINT ON ALIENATION OF SHARES

The Shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the Shareholders of this corporation, 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 Shareholders, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions, and details thereof, shall be determined by the Shareholders of this corporation; provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a Shareholder of this corporation and such sale or transfer may be made only after the same shall have been approved by the Shareholders at a meeting specifically called for that purpose by an affirmative vote of two-thirds (2/3) of such Shareholders. If any Shareholder becomes legally disqualified to transact real estate matters in the State

of Florida or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such Shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws and Shareholders' Agreements adopted by the Shareholders.

ARTICLE XV

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 to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.
- B. This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribed to any new issues of any type stock of this corporation, and no Shareholder shall have any pre-emptive right to subscribed to any such stock.
- C. This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such Shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws and Shareholders' Agreements adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this corporation is not impaired.
- D. This corporation shall have the power, at its option, to

purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws and Shareholders' Agreements adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

E. To enter into, for the benefit of its employees; one or more of the following:

- (1) a pension plan,
- (2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession,
- (3) a stock bonus plan,
- (4) a thrift and savings plan,
- (5) a restricted stock option plan, or
- (6) other retirement or incentive compensation plans

ARTICLE XVI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

ARTICLE XVII

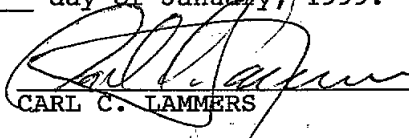
REGISTERED OFFICE

The address of the registered office of this corporation shall be 1771 N.W. 127th Way, Coral Springs, Florida 33071

ARTICLE XVIII
REGISTERED AGENT

The corporation has designated as its Registered Agent, CARL C. LAMMERS, who is a resident of the State of Florida, and whose business office is the same as that of the registered office.

IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation this 14th day of January, 1999.

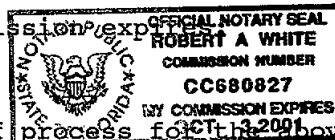

CARL C. LAMMERS

STATE OF FLORIDA
COUNTY OF BROWARD

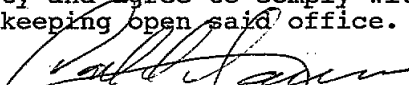
The foregoing instrument was acknowledged before me this 14th day of January, 1999 by CARL C. LAMMERS, who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC

My commission expires



Having been named to accept service of process for the above named corporation, at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


CARL C. LAMMERS, Resident Agent