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Florida Department of State

Division of Corporations

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From:

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**ALBERT AYERS, P.A.**

Certificate of Status	1
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Page Count	07
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION
OF

ALBERT AYERS, P.A.
A Florida Corporation

ARTICLE I - NAME

The name of this corporation is ALBERT AYERS, P.A., a Florida corporation.

ARTICLE II - TERM OF EXISTENCE

Pursuant to the provisions of Florida Statutes Section 607.0203(1), the existence of the Corporation shall commence on the filing of these Articles with the Department of State. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

ARTICLE III - NATURE OF BUSINESS

This Corporation is organized for the following purposes:

- (a) The purpose of the corporation is to render all authorized services of a licensed real estate broker and salesperson under the laws of the State of Florida. The sole and exclusive professional service to be rendered by the corporation shall be performance of any services permitted under Chapter 475, Florida Statutes and under Chapter 621, Florida Statutes.

PREPARED BY:
RICHARD D. SABA, ESQUIRE
2033 Main Street, Suite 303
Sarasota, Florida 34237
(941) 952-0990
Florida Bar No. 175810

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ARTICLE IV - POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida necessary for the rendering of the professional services for which it is formed, including, but not limited to, the following:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.

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- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy,
- (o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be 540 North Casey Key Road, Osprey, Florida 34229.

ARTICLE VI - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of ONE DOLLAR (\$1.00).

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 2033 Main Street, Suite 303, Sarasota, Florida 34237, and the name of the initial Registered Agent of this Corporation at that address is RICHARD D. SABA, ESQUIRE.

ARTICLE VIII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than one (1) Director and no more than five (5) Directors. The names and addresses of the initial Director of this Corporation who shall serve until his successor is duly elected and qualified is:

NAME

ADDRESS

ALBERT AYERS

540 N. Casey Key Road
Osprey, Florida 34229

ARTICLE IX - SUBSCRIBER

The name and street address of the Incorporator signing these Article of Incorporation is as follows:

NAME

ADDRESS

RICHARD D. SABA

2033 Main Street, Suite 303
Sarasota Florida 34237

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ARTICLE X - SPECIAL PROVISIONS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this Corporation.

No person or entity shall be a stockholder, officer, or director of the corporation unless said person or entity is a licensed Florida Real Estate Broker or salesperson under Florida Statutes Chapter 475.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any Director or Officer, or any other former director or officer, to the full extent permitted by law.

ARTICLE XII - MORTGAGE OR PLEDGE OF ASSETS

The mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of a corporation for the purpose of securing the payment of performance of any contract, note, bond or other obligation of the Corporation may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of cash or other property, including shares, obligations or other securities of any other corporation, domestic or foreign, as shall be authorized by the Shareholders.

ARTICLE XIII - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the

Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the Corporation.

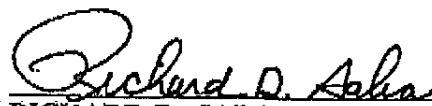
ARTICLE XIV - REMOVAL OF DIRECTORS

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XV - AMENDMENT

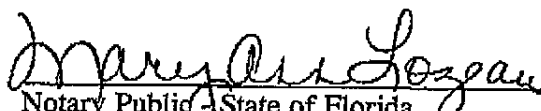
These Articles of Incorporation may be amended in the manner provided by law.

WITNESS my hand and seal at Sarasota, Florida, this 4th day of May, 1999.


RICHARD D. SABA

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 4th day of May, 1999, by
RICHARD D. SABA, who is personally known to me.


Notary Public - State of Florida
My commission expires:



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ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.


RICHARD D. SABA
Registered Agent

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TALLAHASSEE, FLORIDA