

P99000077854

JOHN J. WENDLING  
190 East Morse Blvd., 2nd Floor  
Winter Park, FL 32789  
(407) 740 - 5300

August 25, 1999

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

300002371833--2  
-08/27/99--01035--013  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

**RE: Wendling & Associates, P.A.**

Dear Ladies and Gentlemen:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming agent upon whom process may be served.

A check is also enclosed in the amount of \$122.50 to cover the filing fee, the fee for the certified copy of the Certificate of Incorporation, and for the designation of the resident agent.

Sincerely,

*J. J. Wendling*  
John J. Wendling

FILED  
99 AUG 27 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures: Articles of Incorporation  
Certificate designating place for service  
Check in the amount of \$122.50

*John Wendling*  
AUTHORIZATION BY FILING TO  
CORRECT *purpose*  
DATE *8/31/99*  
DOC. EXAM *pqm*

*9/1/99*  
*mm*

**ARTICLES OF INCORPORATION  
OF  
WENDLING & ASSOCIATES, P.A.**

FILED  
99 AUG 27 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be WENDLING & ASSOCIATES, P.A.

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing as of the date of acceptance of these Articles of Incorporation.

**ARTICLE III - PURPOSE**

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; including practice of real estate; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV - CAPITAL STOCK**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having ONE DOLLAR (\$1.00) par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as herein above set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increases the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street (mailing) address of the initial principal and registered office of this corporation shall be: 190 East Morse Boulevard, 2nd Floor, Winter Park, FL 32789.

The name of the initial registered agent of this corporation at that address shall be: John J. Wendling.

#### **ARTICLE VI - INITIAL OFFICER(S)**

The name and street address of the initial officer of this corporation, who shall hold office for the first year in existence of this corporation or until his successor is elected or appointed and has qualified, is:

<b>Name</b>	<b>Street Address</b>	<b>Office</b>
John J. Wendling	190 East Morse Boulevard, 2nd Floor Winter Park, FL 32789	Pres./Sec./Treas.

#### **ARTICLE VII - INITIAL DIRECTOR(S)**

This corporation shall consist of one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1). The name and street address of the initial director of this corporation, who shall hold office for the first year in existence of this corporation or until his successor is elected or appointed and has qualified, is:

<b>Name</b>	<b>Street Address</b>
John J. Wendling	190 East Morse Boulevard, 2nd Floor Winter Park, FL 32789

### ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporator to these Articles of Incorporation:

Name	Street Address
John J. Wendling	190 East Morse Boulevard, 2nd Floor Winter Park, FL 32789

### ARTICLE IX - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal by-laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such by-laws.

### ARTICLE X - AMENDMENT

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


IN WITNESS WHEREOF, The parties have hereunto set their hand and seal this 25<sup>th</sup> day of August 1999.

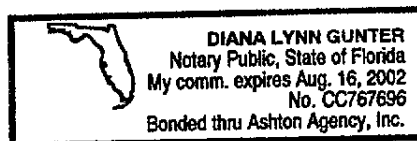
  
JOHN J. WENDLING

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me personally appeared John J. Wendling, to me well know and known to me to be the individual described in and who executed the foregoing, and he swore to and acknowledged before me that he executed the same for the purposes therein expressed

Witness my hand and official seal in the County and State above this 25<sup>th</sup> day of August 1999.

  
Notary Public  
My Commission Expires: 8/16/2002



**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE  
NAMING REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED**

FILED  
99 AUG 27 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, Wendling & Associates, P.A., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in Winter Park (Orange County), Florida, has named its Registered Agent, JOHN J. WENDLING, 190 East Morse Boulevard, 2nd Floor, Winter Park, Orange County, Florida, to accept services of process with this State.

**ACKNOWLEDGMENT**

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


  
JOHN J. WENDLING

190 East Morse Boulevard, 2nd Floor  
Winter Park, FL 32789

**STATE OF FLORIDA  
COUNTY OF ORANGE**

Before me personally appeared John J. Wendling, to me well know and known to me to be the individual described in and who executed the foregoing, and he swore to and acknowledged before me that he executed the same for the purposes therein expressed

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Notary Public

My Commission Expires: 8/16/2002

