

PO2 000115778

Law Office of
ROBERT L. VAUGHN

12995 South Cleveland Ave., Suite 248
Fort Myers, FL 33907

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112 W.C. Owens Avenue
Clewiston, FL 33440

(863) 902-9211

October 10, 2002

Ms. Neysa Culligan
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

Enclosed, please find an original and one (1) copy of the resubmitted articles of incorporation for Scott Breitzig, D.C., P.A., per our discussion this date.

Also enclosed is an original and two copies of articles of incorporation for Robert L. Vaughn, P.A., and a check for:

\$78.75 - Filing Fee & Certified Copy

FROM: Robert L. Vaughn, Esq., Attorney for Incorporator
12995 S. Cleveland Avenue, Suite 248
Ft. Myers, Florida 33907
941 936-9393

I am enclosing a self-addressed pre-paid, Federal Express envelope to expedite Scott Breitzig's Certified copy.

MAILED
02 OCT 29 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 10/20



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 11, 2002

ROBERT L. VAUGH, P.A.
12995 SOUTH CLEVELAND AVENUE
SUITE 248
FORT MYERS, FL 33907

SUBJECT: ROBERT L. VAUGHN, P.A.
Ref. Number: W02000029521

We have received your document for ROBERT L. VAUGHN, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

A CORPORATION MAY NOT SERVE AS IT OWN REGISTERED AGENT.

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) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 302A00056953

**Articles of Incorporation
of
Robert L. Vaughn, P.A.**

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles of Incorporation for such Corporation:

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

**Article I
Name**

The name of the Corporation is Robert L. Vaughn, P.A.

**Article II
Purpose and Nature of Business**

The purpose of the corporation and the nature of its business are as follows:

1. To engage in the practice of law as a professional service corporation and to provide services incident thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment of furtherance of the purpose of this Corporation.
3. The services of this Corporation which consist of the practice of law shall be carried out only through officers, employees and agents who are active members of The Florida Bar in good standing and licensed in Florida to render the service of law.
4. To practice the profession of Law, to counsel on matters concerning the law, to practice in the Courts of the State of Florida, the United States and elsewhere, and to render such services as are ancillary to the practice of law, all in accordance with the Rules Regulating the Florida Bar and the Rules of Professional Conduct contained therein. To generally engage in and carry on any business incidental thereto; to do any and all other things and to exercise any and all other powers which a Florida professional legal service corporation by authority and by law, does or exercises; to construct, lease, purchase or otherwise acquire real estate and personal property of any nature, or any interest therein, without limit as to amount or value, reasonable necessary or convenient for effecting or furthering any or all of the purposes and powers, to do any and all things and exercise any and all powers necessary, convenient or advisable to accomplish one or more of the purposes of the Corporation, or which shall at any time appear to be for the benefit of the Corporation in connection therewith, which may now or hereafter be lawful for the Corporation to do or exercise under and in pursuance of the laws of the state of Florida.

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02 OCT 29 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III

Stock

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 100 shares of \$1.00 par value common voting stock.

1. **Voting Rights and Notice.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. **Dividends.** Except where otherwise provided by law or by these Articles of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. **Liquidation.** Except where otherwise provided by law or by these Articles of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting and non-voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting and non-voting shares without distinction according to their respective shares.

Section B. Cumulative Voting. There shall be no cumulative voting.

Section C. No Pre-emptive Rights of Shareholders. No holder of any shares of the Corporation shall have any pre-emptive or other subscription rights or be entitled, as of right, to purchase or subscribe for any part of the unissued shares of the Corporation or of any additional shares issued by reason of any increase of authorized shares of the Corporation or other securities whether or not convertible into shares of the Corporation.

Article IV

Registered Agent And Office

The address of the initial Registered Office of the Corporation is 12995 South Cleveland Avenue #248, Fort Myers, Florida 33907, and the name of its initial Registered Agent at such address is Robert L. Vaughn,

Article V
Principal Office

The address of the principal office of the Corporation is 12995 South Cleveland Avenue, Suite 248, Fort Myers, Florida 33907.

Article VI
Agent For Service Of Process

Robert L. Vaughn, is designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served. The address to which a copy of process in any action or proceeding against the Corporation which may be served upon it is 12995 South Cleveland Avenue, Suite #248, Fort Myers, FL 33907.

Article VII
Incorporators

The name and address of the Incorporator are:

Robert L. Vaughn
12995 South Cleveland Avenue
Suite 248
Fort Myers, Florida 33907

The Incorporator, whose name and address are set forth above, shall serve as the Director of the Corporation until the first annual meeting of the Shareholder of the Corporation, or until their successor are elected and qualified.

All of the Incorporators are natural persons over the age of twenty-one years.

Article VIII
Purpose And Power

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

In connection with the above-mentioned purposes, the Corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Business Corporation Act.

Article IX
Directors

The number of Directors constituting the initial Board of Director is one. The name and address of the person, who are to serve as Director until the first annual meeting of Shareholder or until their successors are elected and shall qualify, are:

Name and Address

Robert L. Vaughn
12995 South Cleveland Avenue
Suite 248
Fort Myers, Florida 33907

After the initial Board of Directors, the Board shall consist of such number of Directors as shall be fixed by the Bylaws of the Corporation.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified, unless removed from office by a majority vote of the Shareholders represented at a special meeting of Shareholders properly called and held in accordance with the Articles of Incorporation and Bylaws of the Corporation.

Article X
Committees

The Board of Directors may designate from its number an Executive Committee and one or more other committees, each to consist of at least one Directors, which shall in the intervals between its meetings and to the extent provided by the Bylaws exercise all the powers of the Board of Director so far as it may lawfully do so in the management of the business and affairs of the Corporation.

Article XI
Officers

The Officers of the Corporation may consist of a President, Board of Directors pursuant to the Bylaws of the Corporation. The initial Officer of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

Office

Name and Address

President Robert L. Vaughn 12995 South Cleveland Avenue, Suite 248 Ft. Myers, Florida 33907

Article XII
Corporate Seal

This Corporation may have a corporate seal.

Article XIII
Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by any Officer of the Corporation, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Corporation.

Article XIV
Non-Liability Of Directors

A Director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the Director derived an improper personal benefit, or (iv) acts or omissions for which non-liability is prohibited under the Florida Business Corporation Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its Shareholders, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted.

Article XV
Indemnification Of Directors

This Corporation shall indemnify a Director of this Corporation, and each Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Director or person relating to his or her conduct as a Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which a Director

derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XVI **Indemnification Of Officer-Directors**

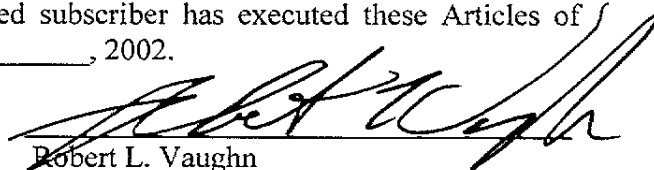
This Corporation shall indemnify an Officer-Director of this Corporation, and each Officer-Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer-Director or person relating to his or her conduct as an Officer-Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of an Officer-Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which an Officer-Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer-Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer-Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XVII
Amendment Of Articles

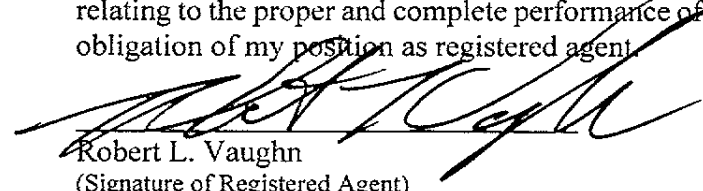
The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 24th day of October, 2002.


Robert L. Vaughn

Acceptance

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 obligation of my position as registered agent.


Robert L. Vaughn
(Signature of Registered Agent)

10/24/02
Date

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02 OCT 29 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

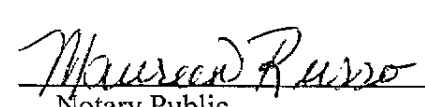
STATE OF FLORIDA)

) ss.

COUNTY OF LEE)

BEFORE ME, personally appeared ROBERT L. VAUGHN, to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 24 day of October, 2002, in the aforesaid County and State.


Notary Public

My commission expires on:

