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Florida Department of State

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : ANSBACHER & SCHNEIDER, PA
Account Number : 072647001172
Phone : (904) 296-0100
Fax Number : (904) 296-2842

FLORIDA PROFIT CORPORATION OR P.A.

Clark & Watson, P.A.

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**ARTICLES OF INCORPORATION
OF
CLARK & WATSON, P.A.**

The undersigned for the purpose of forming a Corporation pursuant to and in conformity with the Professional Service Corporation Act and other laws of the State of Florida:

ARTICLE I

The name of this Corporation is Clark & Watson, P.A. The principal place of business of the Corporation shall be 5150 Belfort Road, Building 100, Jacksonville, Florida 32256 and the mailing address shall be P.O. Box 551260, Jacksonville, Florida 32255.

ARTICLE II

The term for which this Corporation shall exist shall be perpetual. The date and time of the commencement of corporate existence shall be at such time as these Articles of Incorporations shall be filed with the Secretary of the State of Florida.

ARTICLE III

The general purposes for which this Corporation are organized and proposed to be transacted, promoted and carried on, to do any and all of the things hereinafter mentioned are:

1. To engage in every phase and aspect of the practice of law and to render professional legal services to any and all persons, firms and corporations and other entities and to the general public in the State of Florida and throughout the world unless prohibited by law.
2. To own real or personal property as may be necessary for the practice of law.
3. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments.
4. To have one or more offices, conduct and carry on its business and operation and promote its objectives within the State of Florida.
5. To, in general, carry on and transact any business in connection with or auxiliary to the foregoing, to have and exercise all of the powers conferred by the laws of Florida upon professional service corporations, and to do any or all of the things hereinabove set forth to the same extent as natural persons might or could do.

Michael N. Schneider, Esquire
FL Bar No. 166929
4215 Southpoint Blvd., Suite 100
Jacksonville, FL 32216
(904) 296-0100
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The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers of this Corporation; and the above and foregoing businesses enumerated are intended as illustrative and not restrictive, and this Corporation shall have the power to handle such business or businesses, either in its own behalf or as agent or broker for others, and shall further engage in any and all like and kindred businesses, which may be necessary or profitable in conjunction with the businesses above enumerated, and generally shall have and exercise all powers, privileges and immunities of businesses of like kind and nature incorporated under the laws of the State of Florida, and shall enjoy the privilege and immunities pertaining to incorporators under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which this Corporation is authorized to issue is 5,000 shares of common stock. Each share shall have a par value of \$1.00.

Said stock may be issued for such consideration having a value not less than the par value of the shares issued therefor as is determined from time to time by the Board of Directors; however, neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of stock of this Corporation.

ARTICLE V

The street address of the initial registered office of this Corporation 5150 Belfort Road, Building 100, Jacksonville, Florida 32256 and the name of its initial registered agent at such address is Michael N. Schneider.

This Corporation shall have branch offices and places of business in the State of Florida and any other state, territory, district or possession of the United States, and in any foreign country or countries, as may be determined from time to time by its Board of Directors.

ARTICLE VI

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished 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:

Dwayne Clark
5150 Belfort Road, Building 100
Jacksonville, Florida 32256

Any one or more of the directors or officers may be removed either with or without cause at any time by the shareholders voting a majority of the common stock of the Corporation issued and outstanding and entitled to vote, at any meeting of shareholders called expressly for that purpose. If the office of any director, one or more, becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise,

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the shareholders shall, at a special meeting called for that purpose, by a majority vote of all of the shareholders holding the common stock of the Corporation issued and outstanding and entitled to vote, choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancies occurred.

ARTICLE VII

The name and address of the incorporator is:

Michael N. Schneider
5150 Belfort Road, Building 100
Jacksonville, Florida 32256

ARTICLE VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders; provided, however, that any bylaws adopted by the shareholders may not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent to any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

ARTICLE X

No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

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1. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

2. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the shareholders.

ARTICLE XI

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

ARTICLE XII

This Article XII shall apply during the time that the Corporation is taxed as a "small business corporation" under Subchapter S of the Internal Revenue Code of 1986, as amended (an "S" corporation). If this Article XII is operative, the provisions of this Article XII shall supersede and override any other provisions of these Articles of Incorporation which are inconsistent herewith.

During any period that the Corporation is an "S" corporation, any shareholder who holds shares and desires to transfer such shares to another person or entity (the "Transferring Shareholder"), prior to any transfer of such shares, and in addition to any other applicable provisions of these Articles of Incorporation, laws or agreements which govern or restrict the transfer of shares, must notify the President of the Corporation of the proposed transfer and the name and identity of the proposed transferee, and furnish such other information reasonably appropriate in order to determine whether or not such proposed transferee would qualify to hold stock in an "S" corporation. The notice and shareholder consent to a proposed transfer as set forth in this Article XII is a condition precedent to the validity of any transfer of stock in the Corporation.

The Transferring Shareholder shall furnish to the President of the Corporation all other relevant information about the proposed transferee as requested by the President. If the proposed transferee is a trust, the beneficiary of such trust shall furnish evidence satisfactory to legal counsel for the Corporation that the beneficiary agrees to consent to the operation of the Corporation as an "S" Corporation.

If the proposed transfer would cause the Corporation to lose its eligibility for treatment as an "S" corporation, as determined by the Corporation's legal counsel, then the shareholders who hold voting stock shall have the opportunity to vote on whether to approve or disapprove of the proposed transfer. If the shareholders who hold voting stock vote to disapprove such transfer, then the Transferring Shareholder shall have no right to transfer the

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shares to the proposed transferee. The shareholders may attach such conditions to any approved transfer as they deem appropriate to ensure that the Corporation would not, at any time after the proposed transfer, cause the Corporation to lose its eligibility for treatment as an "S" corporation.

The Corporation shall notify the Transferring Shareholder either that:

1. the proposed transfer would not cause the Corporation to lose its eligibility for treatment as an "S" corporation, and that the shareholders who hold voting shares have approved of the transfer, in which case the transfer shall be authorized subject, however, to all other provisions of these Articles of Incorporation which govern or restrict the transfer of shares, and/or any conditions imposed upon such transfer by the shareholders as set forth above in this Article XII; or

2. that the proposed transfer would cause the Corporation to lose its eligibility as an "S" corporation, and the shareholders who hold voting shares have disapproved of the transfer, in which case the Transferring Shareholder may not transfer the shares.

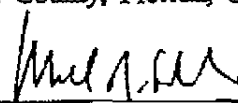
The Corporation shall not recognize any attempted or purposed transfer of shares in violation of this Article XII; any such transfer shall not be effective, title shall in no event vest in the proposed transferee, and the transfer shall be void *ab initio*.

The Corporation may request the Transferring Shareholder to provide a legal opinion from counsel reasonably satisfactory to the Corporation that the proposed transfer would not cause the Corporation to lose its eligibility for treatment as an "S" corporation.

ARTICLE XIII

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

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville, Duval County, Florida, this 13th day of March 2003.



Michael N. Schneider

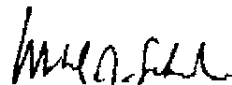
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CERTIFICATE
DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN THIS STATE

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

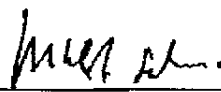
That Clark & Watson, P.A. desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Michael N. Schneider, 5150 Belfort Road, Building 100, Jacksonville, Florida 32256 as its agent to accept service of process within the State of Florida.



Michael N. Schneider, Incorporator

ACKNOWLEDGEMENT

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



Michael N. Schneider, Registered Agent

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