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FLORIDA PROFIT/NON PROFIT CORPORATION

Mancuso & Dias, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
MANCUSO & DIAS, P.A.**

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The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the provisions of Chapter 607 and Chapter 621, Florida Statutes.

**ARTICLE I
NAME**

The name of the Corporation shall be:

MANCUSO & DIAS, P.A.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be:

201 East Kennedy Boulevard, Suite 850
Tampa, Florida 33602

**ARTICLE III
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law, and such existence shall commence at the time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE IV
PURPOSE**

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

To engage in every phase and aspect of the business of rendering the same professional services to the public that an Attorney-at-Law duly licensed under the laws of the State of Florida is authorized to render, including, but not limited to the practice of law, but such

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professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice law therein.

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 such professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives 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 the attaining of the objectives or the furtherance of such purposes or objectives of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the 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 purpose of the Corporation otherwise permitted by law.

ARTICLE V AUTHORIZED SHARES

The Corporation is authorized to issue Ten Thousand (10,000) shares of capital stock of the par value of \$.001 which shall be designated "Common Shares," all of which shall have the same rights and privileges. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation shall be located at One Tampa City Center, Suite 2600, Tampa, Florida 33602, and the initial registered agent of the Corporation at such office shall be Lina Angelici, Esq. The Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE VII
BOARD OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors, initially consisting of two (2) persons. The number of directors may be increased or decreased from time to time in accordance with the By-laws of the Corporation, but shall not be fewer than one (1). The name and address of the initial directors of the Corporation, each of whom shall serve until the first annual meeting of shareholders or until his respective successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Philip J. Mancuso	3218 W. Obispo Street Tampa, Florida 33629
Daniel E. Diax	4101 W. San Pedro Street Tampa, Florida 33629

**ARTICLE VIII
VOTING RIGHTS**

No shareholder of the 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 or her shares.

**ARTICLE IX
VOTING FOR DIRECTORS**

At all elections of Directors of the 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 or she may see fit.

**ARTICLE X
RESTRAINT ON ALIENATION OF SHARES**

No shareholder of the Corporation may sell or transfer his shares therein except to the Corporation or another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholder's meeting specifically called for such purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida, or accepts employment or becomes engaged in an outside activity that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to repurchase by the Corporation or by other shareholders in accordance with the terms and conditions of any Buy and Sell Agreement between the shareholders then in existence.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Lina Angelici, Esq.	One Tampa City Center, Suite 2600 Tampa, Florida 33602

**ARTICLE XII
INDEMNIFICATION**

All persons now or hereafter serving as a director, officer and/or employees of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by them in connection with or resulting from any claim, action, suit or proceeding in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer and/or employee of the Corporation, whether or not they continued to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, *except* with regard to matters as to which they shall be adjudged in any claim, action, suit or proceeding to be liable for their own gross negligence or willful misconduct in the performance of their duties. Expenses (including

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attorney's fees) incurred in defending any such claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such proceedings.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, for the uses and purposes herein stated, this 13th day of March, 2006.




Lina Angelici, Esq., as Incorporator

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**ACCEPTANCE OF SERVICE AS REGISTERED AGENT
FOR
MANCUSO & DIAS, P.A.**

The undersigned, Lina Angelici, Esq., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation of said corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505 of the Florida Statutes.

DATED this 13th day of March, 2006.



Lina Angelici, Esq.

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