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Florida Dept of State





April 11, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GRAYROBINSON, P.A.

SUBJECT: CENTRAL FLORIDA LITIGATION GROUP, P.A.

REF: W08000018650

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Ruby Dunlap Regulatory Specialist II New Filing Section FAX Aud. #: H08000092783 Letter Number: 008A00021631

P.O BOX 6327 - Tallahansee, Florida 32314

ARTICLES OF INCORPORATION OF CENTRAL FLORIDA LITIGATION GROUP, P.A.

The undersigned subscriber to these Articles of Incorporation, desiring to form a professional service corporation under Chapter 621 of the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation of the Professional Association hereby organized.

ARTICLE I

The name of the Professional Association shall be Central Florida Litigation Group, P.A.

ARTICLE II DURATION

The Professional Association shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE III PURPOSES AND POWERS

Section 1. This Professional Association is organized as a professional service corporation pursuant to Chapter 621, Florida Statutes, for the purpose of rendering legal services to the public for which its shareholder(s) are duly licensed.

- Section 2. The Professional Association shall have all the powers set forth in the Florida Business Corporation Act, as in effect from time to time, and including but not limited to the following powers:
 - (a) To carry on the practice of law, except that the Professional Association shall not render professional services except through its officers, employees and agents who are duly licensed to practice law within the State of Florida.
 - (b) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein; and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.
 - (c) To borrow or raise money for any of the purposes of the Professional Association and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security

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interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Professional Association, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

- (d) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (e) To enter into, make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Professional Association or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.
- (f) To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its Shareholders or in the event of the death of any of its Shareholders. The manner and form as well as all relevant terms, conditions and details thereof shall be determined by the Shareholders of this Professional Association; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of said stock.
- (g) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of directors may be held and all or any part of the Professional Association's business may be conducted; and to exercise all or any of the corporate powers and rights conferred upon professional service corporations pursuant to Chapter 621, Florida Statutes.
- (h) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

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ARTICLE IV <u>CAPITAL STOCK AND DIVIDENDS</u>

The amount of Capital Stock authorized shall consist of ten thousand (10,000) shares of common voting stock having no par value which may be issued for consideration consisting of any tangible or intangible property or benefit to the Professional Association, including but not limited to cash, promissory notes, labor or services performed, promises to perform labor or services evidenced by written contract, or other securities of the Professional Association, which the Board of Directors of the Professional Association determines is adequate. The Capital Stock of the Professional Association may be increased or decreased at any time as provided by the laws of the State of Florida.

ARTICLE V STOCK OWNERSHIP

No person other than an attorney at law duly licensed to practice law in Florida may be a shareholder in the Professional Association. No shareholder of this Professional Association may sell or transfer his shares in this Professional Association except to another person who is duly licensed to practice law in the State of Florida. The Board of Directors shall require any officer, shareholder, agent or employee of this Professional Association who has been rendering professional services to the public and who becomes legally disqualified to render such professional services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing rendering of such professional services, to sever all employment with, and financial interest in, the Professional Association forthwith.

ARTICLE VI INDEMNIFICATION

The Professional Association shall have the power and authority to indemnify any officer, director, agent or employee of the Professional Association, or any former officer, director, agent or employee of the Professional Association, or any person who is or was serving at the request of the Professional Association as a director, officer, employee, or agent of another Professional Association, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by applicable law, in accordance with the Professional Association's Bylaws, pursuant to an agreement authorized by the Board of Directors with such person and as otherwise permitted under the Florida Business Corporation Act, as in effect from time to time.

ARTICLE VII INITIAL CORPORATE ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The address of the principal office and mailing address of the Professional Association is 638 Broadway Avenue, Orlando, Florida 32803. The street address of the initial registered office of this

Professional Association is 638 Broadway Avenue, Orlando, Florida 32803 and the name of the initial Registered Agent of this Professional Association at that address is Mark Lippman.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This Professional Association shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however there shall never be less than one (1). The name and address of the initial Director of this Professional Association is:

Mark Lippman, Esquire 638 Broadway Avenue Orlando, Florida 32803

ARTICLE IX INCORPORATOR

The name and address of the Incorporator of this Professional Association is:

Mark Lippman, Esquire 638 Broadway Avenue Orlando, Florida 32803

ARTICLE X BYLAWS

The shareholders of this Professional Association shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this Professional Association, and the duties of the officers of this Professional Association shall be prescribed by such Bylaws. In addition such Bylaws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

IN WITNESS WHEREOF, the above-named incorporator has hereunto subscribed his name this 3/ day of March, 2008.

Mark Lippman Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Professional Association, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Mark Lippman, Registered Agent