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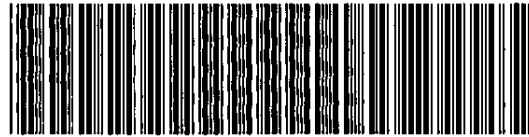
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Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Anthony N. Upshaw, P.A.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: Anthony N. Upshaw, P.A.
Name (Printed or typed)

c/o McDermott Will & Emery LLP, 201 S. Biscayne Blvd
Address

Miami, FL 33131
City, State & Zip

305-358-3500
Daytime Telephone number

aupshaw@mwe.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
ANTHONY N. UPSHAW, P.A.**

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be:

ANTHONY N. UPSHAW, P.A.

ARTICLE II - NATURE OF CORPORATE BUSINESS

This Corporation, through its officers and employees, shall be authorized to engage in the provision of legal services pursuant to the licenses which such officers and employees have obtained from the State of Florida; to engage in any activities which will facilitate and promote the provision of such legal services through the Corporation's officers and employees; to invest the Corporation's funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Florida Statutes Section 621.08 of the Professional Service Corporation Act; and to purchase and own real and personal property necessary for the rendering of legal services. This Corporation shall not be authorized to engage in any business other than the provision of legal services.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock, having a par value of Ten Cents (\$.10) per share. The consideration to be paid for each share of stock shall be fixed by the board of directors of the Corporation.

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JULIA M. JOSE

**ARTICLE IV - INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

This Corporation's initial registered agent and registered office in the State of Florida shall be:

Anthony N. Upshaw
201 South Biscayne Boulevard
Suite 2200
Miami, Florida 33131

ARTICLE V - BOARD OF DIRECTORS

The number of directors may be altered from time to time by bylaws adopted by the shareholders of the Corporation. However, this Corporation shall have no less than one (1) director at any time.

ARTICLE VI - INITIAL DIRECTORS

The name and post office address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Anthony N. Upshaw	201 South Biscayne Boulevard, Suite 2200 Miami, Florida 33131

The initial director shall hold office until the first annual meeting of the shareholders of this Corporation.

ARTICLE VII - INCORPORATOR

The name and post office address of the incorporator executing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Anthony N. Upshaw	201 South Biscayne Boulevard, Suite 2200 Miami, Florida 33131

**ARTICLE VIII - INCORPORATION OF PROVISIONS OF
PROFESSIONAL SERVICE CORPORATION ACT**

This Corporation is intended to be a professional service corporation within the meaning of the Professional Service Corporation Act, and accordingly, the Corporation, its officers, directors and shareholders, shall be subject to all of the sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of this Corporation and its officers, directors and shareholders, as stated in Chapter 621, Florida Statutes.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - MAILING ADDRESS

The initial mailing address of this Corporation shall be:

201 South Biscayne Boulevard, Suite 2200
Miami, Florida 33131

ARTICLE XI - EFFECTIVE DATE

The effective date of these Articles of Incorporation is January 1, 2011, and this Corporation's existence shall begin on January 1, 2011.

THE UNDERSIGNED incorporator, for the purpose of forming a professional service corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated above are true.

A handwritten signature in black ink, appearing to read "Anthony Upshaw", written over a horizontal line.

Anthony Upshaw, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING PROFESSIONAL SERVICE CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS OR HER DUTIES.

DATED AS OF THIS 15TH DAY OF December, 2011.


Anthony Upshaw, Registered Agent

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JULIA M. JOSEPH, CLERK