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FLORIDA PROFIT/NON PROFIT CORPORATION

DPM Legal, PA

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**ARTICLES OF INCORPORATION
OF
DPM LEGAL, P.A.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a Professional Association for profit under the Florida Business Corporation Act (the "Act").

ARTICLE I. Name

The name of this Professional Association is:

DPM Legal, P.A.

ARTICLE II. Principal Office and Mailing Address

The address of the principal office and mailing address of the Professional Association is 1395 Brickell Ave., Ste. 800, Miami, FL 33131.

ARTICLE III. Business and Activities

This Professional Association shall engage in the practice of law in Florida and any other lawful activity incident thereto that a professional association may engage in under the laws of the State of Florida, in accordance with the Florida Business Corporation Act (the "Act") and the Professional Service Corporations and Limited Liability Company Act.

ARTICLE IV. Capital Stock

Section 1. Capital Stock. The maximum number of shares of capital stock that this Professional Association is authorized to issue and have outstanding at any one time is: (A) one thousand (1,000) shares of voting common stock, \$0.0001 par value per share (the "Voting Common Stock"), and (B) five hundred (500) shares of non-voting common stock, \$0.0001 par value per share (the "Non-Voting Common Stock").

Section 2. Except for voting rights, as described in Section 3 of this ARTICLE IV, both the Voting Common Stock and the Non-Voting Common Stock shall have all of the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

Section 3. The holders of the Voting Common Stock shall be entitled to vote upon all matters upon which holders of the Common Stock have the right to vote and shall be entitled to one vote for each such share held by them, respectively. The holders of the Non-Common Stock shall *not* be entitled to vote, except as may be expressly required by the Act for non-voting capital stock.

Section 4. The holders of all series of the Common Stock of the Professional Association shall be entitled to receive, pro-rata, when and as declared by the Board of Directors, out of any assets of the Company legally available therefore, such dividends as may be declared from time to time by the Board of Directors.

Section 5. All or any portion of the Common Stock of the Professional Association may be issued in payment for real or personal property, past or future services, or any other

right or thing having a value in the judgment of the Board of Directors, at least equivalent to the full value of such stock to be issued, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash, and the directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for the Common Stock, and their judgment of such value shall be conclusive.

ARTICLE V. Term of Existence

The effective date upon which this Professional Association shall come into existence shall be the date of the filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of this Professional Association is 1395 Brickell Ave., Ste. 800, Miami, FL 33131, and the name of the initial registered agent of this Professional Association at that address is David P. Milian, Esq.

ARTICLE VII. Shareholder Qualification

Each holder of capital stock of securities convertible at any time or under any circumstances into capital stock of this Professional Association shall at all times be licensed and authorized to practice law in Florida.

ARTICLE VIII. Directors

Section 1. The initial number of Directors of this Corporation shall be one (1).

Section 2. Each director of the Professional Association shall be licensed and authorized to practice law in Florida.

Section 3. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Professional Association, but there shall always be at least one Director.

Section 4. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 5. Nothing in this Article shall be construed to preclude the Directors from serving the Professional Association in any other capacity and receiving compensation therefor.

Section 6. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Professional Association or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
David P. Milian, Esq.	1395 Brickell Ave., Ste. 800, Miami, FL 33131

Section 7. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meetings of the Shareholders of this Professional Association, for any cause deemed sufficient by such Shareholders or for no cause.

Section 8. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, or otherwise, the vacancies shall be filled by the Shareholders of this Professional Association at their next annual meeting or at a special meeting called for the purpose of filling such vacancies, *provided however*, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE IX. Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
David P. Milian, Esq.	1395 Brickell Ave., Ste. 800. Miami, FL 33131

ARTICLE X. Stock Certificates

The stock of the Professional Association shall be certificated. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Professional Association.

ARTICLE XI. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII. Bylaws

The power to adopt, alter, amend, or repeal bylaws for the Professional Association shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XIII. Shareholders Agreements

The Shareholders of the Professional Association may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Professional Association, provide for direct Shareholder management of the business and affairs of the Professional Association, treat the Professional Association as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholder's Agreement among less than all Shareholders may only affect the management of the Professional Association by providing for the manner in which parties to the Shareholder's Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office

of the Professional Association and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing such the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XIV. Affiliated Transactions

This Professional Association expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 12 day of February 2024.

David P. Milian
David P. Milian (Feb 12, 2024 15:15 EST)

David P. Milian, Esq., Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of DPM Legal, P.A.

David P. Milian
David P. Milian (Feb 12, 2024 15:15 EST)
David P. Milian, Esq.

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