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WOOD & POOLE, P.A.
Attorneys at Law
SUITE 200, ALLAN BUILDING
303 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034

January 23, 1995

MARSHALL E. WOOD
WESLEY R. POOLE
H. PRICE POOLE, JR.
SARA P. JONES, C.L.A.
FRANCES G. BURGESS, C.L.A.

SECRETARY
JAN 26 PM 1:10
TALLAHASSEE
PLEASE REPLY TO:
POST OFFICE BOX 6327
FERNANDINA BEACH, FL 32033-1280
TEL 904/261-0742
FAX 904/261-0745

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

RE: POOLE & POOLE, P.A.

Dear Sirs:

Enclosed are:

1. Our check in the amount of \$122.50; and
2. Original Articles Of Incorporation.

Please file and let us have your receipt and acknowledgment as soon as possible.

Thank you for your assistance in this matter.

Yours sincerely,

Wesley R. Poole
Wesley R. Poole

WRP/fgb
Enclosures

ARTICLES OF INCORPORATION

OF

POOLE & POOLE, P.A.

FILED
95 JAN 26 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to practice the profession of law in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is: POOLE & POOLE, P.A.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

a. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

c. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of

whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is FIVE HUNDRED (500). Such shares shall be of a single class of common stock, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than \$500.00.

ARTICLE VI. PRINCIPAL OFFICE

The address of the corporation's principal office is 303 Centre Street, Suite 200, Fernandina Beach, FL 32034. The name of the initial registered agent of the corporation, located at such office, is WESLEY R. POOLE.

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida, including, but not limited to, any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States of America.

ARTICLE VIII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

<u>Name</u>	<u>Address</u>
WESLEY R. POOLE	2430 Los Robles Fernandina Beach, FL 32034
H. PRICE POOLE, JR.	2202 Ashley Court Fernandina Beach, FL 32034

ARTICLE IX. DIRECTORS

This corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two (2), and the names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
WESLEY R. POOLE	2403 Los Robles Fernandina Beach, FL 32034
H. PRICE POOLE, JR.	2202 Ashley Court Fernandina Beach, FL 32034

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate Of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the

affirmative vote of the holders of at least two-thirds of the
outstanding shares of the corporation entitled to vote thereon.
On dissolution, the corporate property and assets shall after
payment of debts of the corporation, be distributed to the
shareholders pro rata, each shareholder to participate in the
distribution in direct proportion to the number of shares held by
him.

IN WITNESS WHEREOF, we, the undersigned incorporators of
this corporation, have executed these articles of incorporation
at Fernandina Beach, Florida, this 20 day of January, 1995.

Wesley R. Poole

Incorporator: WESLEY R. POOLE
2430 Los Robles
Fernandina Beach, FL 32034

H. Price Poole, Jr.

Incorporator: H. PRICE POOLE, JR.
2202 Ashley Court
Fernandina Beach, FL 32034

By my signature below, I hereby accept appointment as the
Designated Registered Agent of this corporation.

Wesley R. Poole

WESLEY R. POOLE