

# P95000068132

## TRANSMITTAL LETTER

August 25, 1995

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

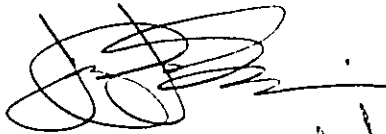
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-08/31/95--01075--018  
\*\*\*\*122.50 \*\*\*\*122.50

RE: **FLORIDA ARCHITECTS, INC.**

Enclosed please find an original and two copies of the articles of incorporation for the above corporation, and a check in the amount of \$ 122.50 in accordance with the following breakdown:

Filing Fees:	\$ 35.00
Certified Copy:	\$ 52.50
<u>Registered Agent Designation:</u>	<u>\$ 35.00</u>
TOTAL	\$122.50

FROM: **Joseph J. Sorci**  
853 Jordan Avenue  
Orlando, Florida 32809  
407/857-0055



*called  
Mrs. Sorci  
to add  
principal add.*

Attachments: Check #  
Division of Corporations Letter No.795A00037463.  
Name Reservation No.R95000003604  
Articles of Incorporation  
Acceptance of Appointment of Registered Agent  
Minutes of Organizational Meeting of Sole Subscriber and Director  
By-Laws  
Specimen Certificate of Shares

SN AUG 31 1995

FILED  
95 AUG 31 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 10, 1995

JOSEPH J. SORCI  
853 JORDAN AVE.  
ORLANDO, FL 32809-6475

The name FLORIDA ARCHITECTS, INCORPORATED has been reserved for 120 days beginning August 10, 1995. The reservation number is R95000003604 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 795A00037463

ARTICLES OF INCORPORATION  
OF  
**Florida Architects, Inc.**

**FILED**  
95 AUG 31 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
Name

The name of this corporation shall be:

**Florida Architects, Inc.**

The principal address is: 7200 Lake Ellenor Dr., Ste. 252 Orlando, FL32809.

ARTICLE II  
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III  
Term of Existence

The duration of this corporation is to be perpetual.

ARTICLE IV  
Capital Stock

The corporation is authorized to issue 9000 shares of common stock, with a par value of \$1.00, which shall be designated "Common Shares".

ARTICLE V  
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

**853 Jordan Avenue  
Orlando, Florida 32809**

The name of the initial registered agent of this corporation at that address is:

**Joseph J. Sorci**

**ARTICLE VI**  
**Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Joseph J. Sorci	853 Jordan Avenue Orlando, Florida 32809-6475

**ARTICLE VII**  
**Incorporator**

The name and address of the person signing these articles is:

<u>Name</u>	<u>Address</u>
Joseph J. Sorci	853 Jordan Avenue Orlando, Florida 32809-6475

**ARTICLE VIII**  
**Informal Shareholder Action**

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

**ARTICLE IX**  
**Stock Transfer Restrictions**

If all, or any of the shareholders or subscribers to stock of the corporation shall enter into any agreement among themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the share holders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that the shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

**ARTICLE X**  
**Inspection of Books**

Each stockholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

**ARTICLE XI**  
**Telephone Meetings**

Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

**ARTICLE XII**  
**Partly Paid Shares**

The Board of Directors may by resolution authorize the issue of the whole or any part of the shares of stock of the corporation as partly paid, subject to the provisions of Florida Statutes.

**ARTICLE XIII**  
**Interested Directors of Officers**

No contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer or officers, director or directors of the corporation is a party to or are the parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

**ARTICLE XIV**  
**By-Laws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

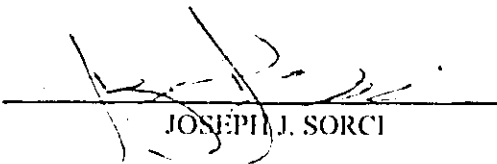
**ARTICLE XV**  
**Long-Term Employment Contract**

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

**ARTICLE XVI**  
**Directors Reliance on Corporate Records**

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

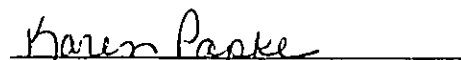
IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation, execute these Articles of Incorporation and certify to the truth of the facts stated herein, this 28 day of August, 1995.

  
\_\_\_\_\_  
JOSEPH J. SORCI

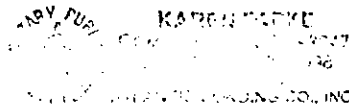
STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared JOSEPH J. SORCI, known to me and known to me to be the person who executed the foregoing articles of incorporation and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and county aforesaid, the 28 day of August, 1995.

  
\_\_\_\_\_  
Notary Public  
for State of Florida at Large

My Commission Expires:



**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Florida Architects, Inc.**
  
2. The name and address of the registered agent and office is:

**Joseph J. Sorci  
853 Jordan Avenue  
Orlando, Florida 32809**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated at Orlando, Florida on August 24, 1995

**FILED**  
95 AUG 31 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
REGISTERED AGENT - JOSEPH J. SORCI

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