

**KELLY, PRICE, PASSIDOMO & SIKET**  
CHARTERED

ATTORNEYS AT LAW

GREY OAKS BUILDING  
IN POINCIANA PROFESSIONAL PARK

SUITE 315  
2640 GOLDEN GATE PARKWAY  
NAPLES, FLORIDA 34105-3203

TELEPHONE  
(941) 261-3453

TELECOPIER  
(941) 261-5711

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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March 11, 1998

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VIA FEDERAL EXPRESS MAIL

Secretary of State  
409 E. Gains Street  
Division of Corporation  
Tallahassee, Florida 32399

RE: Charles M. Kelly, Jr.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation prepared for the initial filing of incorporation for the above-referenced professional corporation. Please file accordingly and return the copy, with time and date stamp, in the enclosed envelope. Also please provide a certified copy of the Articles of Incorporation. We have enclosed our check in the amount of \$122.50 for your filing and certified copy fees.

Thank you.

Very truly yours,



Judy Stevens  
Secretary to Charles M. Kelly, Jr.

Enclosures

letters\sos.2

RP  
07-14-98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 13, 1998

KELLY, PRICE, PASSIDOMO & SIKET CHARTERED  
2640 GOLDEN GATE PARKWAY STE. 315  
NAPLES, FL 34105-3203

SUBJECT: CHARLES M. KELLY, JR., P.A.  
Ref. Number: W98000005604.

We have received your document for CHARLES M. KELLY, JR., P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 898A00013708

**ARTICLES OF INCORPORATION OF CHARLES M. KELLY, JR., P.A.**

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DIVISION OF CORP.  
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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of law in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I. NAME**

The name of this corporation is Charles M. Kelly, Jr., P.A.

~~EFFECTIVE DATE~~

**ARTICLE II. PURPOSE AND NATURE OF BUSINESS**

To practice the profession of Law, to counsel on matters concerning the law, to practice in the Courts of the State of Florida, the United States, and elsewhere, and to render such services as are ancillary to the practice of law, all in accordance with the Rules Regulating The Florida Bar and the Rules of Professional Conduct contained therein. To generally engage in and carry on any business incidental thereto; to do any and all other things and to exercise any and all other powers which a Florida professional legal service corporation, by authority and by law, does or exercises; to construct, lease, purchase or otherwise acquire real estate and personal property of any nature, or any interest therein, without limit as to amount or value, reasonably necessary or convenient for effecting or furthering any or all of the purposes and powers, to do any and all things and exercise any and all powers necessary, convenient or advisable to accomplish one or more of the purposes of the Corporation, or which shall at any time appear to be for the benefit of the Corporation in connection therewith, which may now or hereafter be lawful for the Corporation to do or exercise under and in pursuance of the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1000 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice law in the State of Florida and is an active member of the Florida Bar in good standing.

**ARTICLE IV. DURATION**

The Corporation shall have perpetual existence.

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## ARTICLE V. ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 2640 Golden Gate Parkway, Suite 315, Naples, Florida 34105, and the name of its initial registered agent is Charles M. Kelly, Jr. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

## ARTICLE VI. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice law and is an active member of The Florida Bar in good standing. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

NAME	ADDRESS
Charles M. Kelly, Jr.	2640 Golden Gate Parkway, Suite 315 Naples, Florida 34105

## ARTICLE VII. SUBSCRIBERS

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice law, are as follows:

NAME	ADDRESS
Charles M. Kelly, Jr.	2640 Golden Gate Parkway, Suite 315 Naples, Florida 34105

## ARTICLE VIII. RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

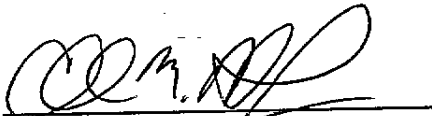
ARTICLE IX. DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE X. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 1 day of July, 1998.

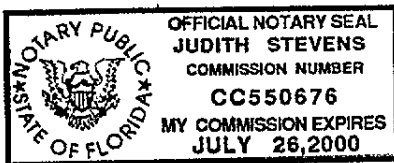
  
Charles M. Kelly, Jr.


STATE OF FLORIDA     )  
                                  )     ss.  
COUNTY OF COLLIER    )

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Charles M. Kelly, Jr., who produced \_\_\_\_\_ as identification or is personally known to me, and that he acknowledged under oath executing the foregoing instrument in my presence and that he executed such document voluntarily and freely of his own will.

WITNESS my hand and official seal in the County and State last aforesaid this 25<sup>th</sup> day of July, 1998.

(seal)



  
Notary Public Signature

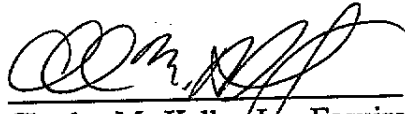
Judith Stevens  
Printed Name

My Commission Expires:

ACCEPTANCE:

I agree, as Registered Agent, to accept service of process; to keep my office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with and accept the obligations of my position as registered agent.

WITNESS my hand this 1 of July, 1998, in the City of Naples, State of Florida.

  
Charles M. Kelly, Jr., Esquire  
Registered Agent

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