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**FLORIDA PROFIT CORPORATION OR P.A.**

**William P. Heller, P.A.**

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**ARTICLES OF INCORPORATION  
OF**

**WILLIAM P. HELLER, P.A.**

The undersigned, being a natural person, competent to contract and licensed to practice law in the State of Florida, acting hereby as incorporator for the purpose of establishing a Professional Service corporation under the provisions and subject to the requirements of the laws of the State of Florida, particularly Chapters 607, Florida General Corporation Act and the acts amendatory thereof and supplemental thereto, does hereby adopt and make the following Articles of Incorporation and does hereby certify that:

**ARTICLE I  
NAME**

The name of the corporation (hereinafter called the "Corporation") is WILLIAM P. HELLER, P.A.

**ARTICLE II  
PURPOSE**

The general nature of the business or businesses to be transacted by the Corporation, which shall include the authority of the United States any and all business or activity permitted under the laws of the United States or of the State of Florida for which corporations may be incorporated under Chapter 607 and 621, Florida Statutes, and supplemented, is as follows:

(a) To engage in every aspect in the practice of law and all its fields of specializations, as are engaged in by attorneys.

(b) To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

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(c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

(d) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### ARTICLE III POWERS

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapters 607 and 621, Florida Statutes, as amended and supplemented.

### ARTICLE IV AUTHORIZED STOCK

The aggregate number of shares which the Corporation is authorized to issue is One thousand (1,000) shares. Such shares shall be of single class and shall have a par value of ONE AND NO/100 DOLLAR (\$1.00)

Shares of the Corporation's stock and certificates shall be issued only to lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

### ARTICLE V DURATION

The Corporation is to have perpetual existence unless dissolved according to law.

### ARTICLE VI ADDRESS

The address, including initial street address, of principal office of the corporation is 4800 N. Federal Highway, Ste. 200E, Boca Raton, Florida 33431.

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ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

WILLIAM P. HELLER  
4800 N. Federal Highway, Ste. 200E  
Boca Raton, FL 33431

ARTICLE VIII  
INCORPORATOR

The name and address of the person subscribing to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
WILLIAM P. HELLER	4800 N. Federal Highway, Ste. 200E Boca Raton, FL 33431

ARTICLE IX  
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase said shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

ARTICLE X  
INDEMNIFICATION

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

ARTICLE XI  
DESIGNATION OF REGISTERED OFFICE AND AGENT  
AND ACCEPTANCE OF APPOINTMENT

The street address of the initial registered office of this Corporation is 4800 N. Federal Highway, Ste. 200E, Boca Raton, FL 33431, and the name of the initial registered agent of this Corporation at that address is WILLIAM P. HELLER.

I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article x of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 10<sup>th</sup> day of January, 2000.

  
WILLIAM P. HELLER, Registered Agent

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 10<sup>th</sup> day of January, 2000.

  
WILLIAM P. HELLER, Incorporator

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STATE OF FLORIDA           )  
                                  )ss:  
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared WILLIAM P. HELLER, known to me to be the person who executed the foregoing Articles of Incorporation and who is personally known to me, and he acknowledged before me that she executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 10<sup>th</sup> of January, 2000.

Gilda L. Oldham  
NOTARY PUBLIC, State of Florida

My Commission Expires:



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