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ACCOUNT NO. : 072100000032

REFERENCE : 549385 132006A

AUTHORIZATION :

*Patricia Piquette*

COST LIMIT : \$ 78.75

ORDER DATE : January 12, 2000

ORDER TIME : 12:55 PM

ORDER NO. : 549385-005

CUSTOMER NO: 132006A

700003096937-5

CUSTOMER: Mr. Joe Ortiz  
HUSSEY & LILES, P.A.  
HUSSEY & LILES, P.A.  
Suite 501  
3443 Hancock Bridge Parkway  
North Ft Myers, FL 33903

DOMESTIC FILING

NAME: HUSSEY & LILES, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 12 PM 4:28

RECEIVED  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JAN 12 PM 3:58

RECEIVED

**ARTICLES OF INCORPORATION  
OF**

**HUSSEY & LILES, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 12 PM 4: 28

The undersigned subscribers to these articles of incorporation, being duly licensed to practice law under the laws of the State of Florida, adopt these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida.

**ARTICLE I - NAME**

The name of the professional service corporation is **HUSSEY & LILES, P.A.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of the professional service corporation are:

Principal office - 3443 Hancock Bridge Parkway, Suite 501  
North Fort Myers, Florida 33903

Mailing address - P.O. Box 540  
Fort Myers, FL 33902-0540

**ARTICLE III - PURPOSE**

The purpose of the professional service corporation is:

1. To engage in every phase and aspect of the practice of law and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.
2. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment of furtherance of the purposes or objects of this corporation.

3. The professional service of this corporation shall be carried out only through the officers, employees, and agents, each of whom is duly authorized to practice law, in the State of Florida.

#### **ARTICLE IV - TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence, starting on the date these articles of incorporation are filed by the Florida Department of State, or until dissolved on a vote of the shareholders as hereafter provided.

#### **ARTICLE V - CAPITAL STOCK**

The total number of shares of capital stock of the professional service corporation shall be authorized to issue is 100 shares. Such shares shall be of a single class of common stock and shall have a par value of One Dollar and no cents (\$1.00).

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

#### **ARTICLE VI - CAPITALIZATION**

The amount of capital with which the professional service corporation will begin to practice the profession of law is not less than One Hundred Dollars and no cents (\$100.00).

#### **ARTICLE VII - CORPORATE POWERS**

The professional service corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

#### **ARTICLE VIII - REGISTERED AGENT**

The address of the initial registered office of this professional service corporation is 3443 Hancock Bridge Parkway, Suite 501, North Fort Myers, Florida. The name of the initial registered agent at that address is Joseph J. Ortiz.

## **ARTICLE IX - BOARD OF DIRECTORS**

The business of the professional service corporation is to be managed by its board of directors. The initial board of directors shall consist of two members. The names and addresses of the members of the first board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
J. Michael Hussey	3443 Hancock Bridge Parkway, Suite 501 North Fort Myers, Florida 33903
Paul E. Liles	3443 Hancock Bridge Parkway, Suite 501 North Fort Myers, Florida 33903

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 two years and until 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 adopted by the shareholders.

## **ARTICLE X - SUBSCRIBERS**

The names and addresses of the persons signing these articles of incorporation as subscribers are:

<u>NAME</u>	<u>ADDRESS</u>
J. Michael Hussey	3443 Hancock Bridge Parkway, Suite 501 North Fort Myers, Florida 33903
Paul E. Liles	3443 Hancock Bridge Parkway, Suite 501 North Fort Myers, Florida 33903

## **ARTICLE XI - BYLAWS**

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than ten (10) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by the affirmative vote of a majority of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

## **ARTICLE XII - DISSOLUTION**

The professional service 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 fifty-one percent (51%) of the outstanding shares of the corporation entitled to vote thereon.

On dissolution, the corporate property and assets shall, after payment of all debts of the professional service 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 such shareholder.

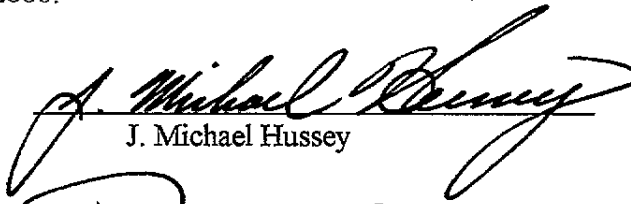

## **ARTICLE XIII - RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provision plainly noted on the certificate evidencing the ownership of such stock. No shareholder may sell or otherwise transfer stock in the professional service corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida, is elected to a public office, or accepts employment that place restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

## **ARTICLE XIV - AMENDMENT**

The professional service corporation reserves the right to amend or repeal any provision of these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers executed these articles of incorporation on this 10<sup>th</sup> day of January, 2000.

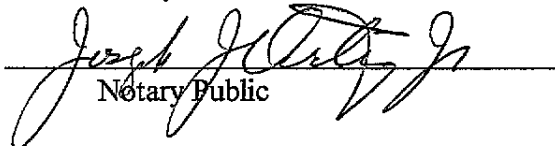
  
J. Michael Hussey  
  
Paul E. Liles

STATE OF FLORIDA

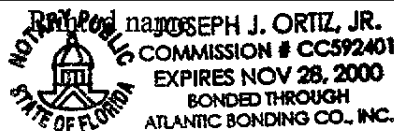
COUNTY OF LEE

Before me, the undersigned authority, personally appeared J. Michael Hussey, to me known to be the person described in the foregoing Articles of Incorporation, who, after being duly sworn, deposes and says that he executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 10 day of January, 2000.

  
Notary Public

My commission expires:

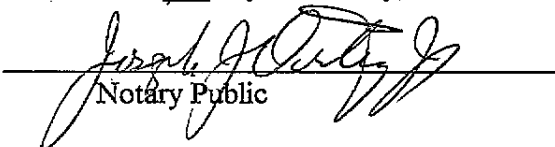


STATE OF FLORIDA

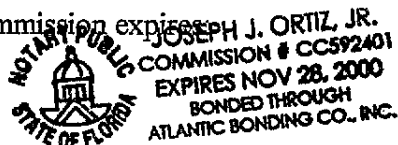
COUNTY OF LEE

Before me, the undersigned authority, personally appeared Paul E. Liles, to me known to be the person described in the foregoing Articles of Incorporation, who, after being duly sworn, deposes and says that he executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 10 day of January, 2000.

  
Notary Public

My commission expires:



Printed name

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JAN 12 PM 4:28

**CERTIFICATE OF DESIGNATION**

In pursuance of Section 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

**HUSSEY & LILES, P.A.**, with its principal office at 3443 Hancock Bridge Parkway, Suite 501, North Fort Myers, County of Lee, State of Florida, 33903, has named Joseph J. Ortiz of 3443 Hancock Bridge Parkway, Suite 501, North Fort Myers, County of Lee, State of Florida, 33903, as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT**

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 this 10 day of January, 2000.

  
\_\_\_\_\_  
Joseph J. Ortiz  
Registered Agent