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**T. Bradley McRae**
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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 4, 2000

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****122.50 *****78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Please find enclosed a check in the amount of $122.50 for the filing fee and for certified return. I have also enclosed Articles of Incorporation and Certificate Designating Place of Business for McRae and Case, P. A.

Sincerely yours,

T. Bradley McRae

Enclosures: as stated above

Shelby GAVE
AUTHORIZATION BY PHONE TO
CORRECT add principal address
DATE 2/14
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S. Thompson FEB 14 2000

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

# ARTICLES OF INCORPORATION
# OF
# MCRAE & CASE, P.A.

The undersigned incorporator hereby forms and organizes a corporation for profit under the laws of the State of Florida.

## ARTICLE I. NAME

The name of this corporation is MCRAE & CASE, P.A.
The principal address is 1101 West Duval Street, Lake City, Florida 32055.

## ARTICLE II. DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall have perpetual existence. The corporation shall commence existence upon filing of these Articles of Incorporation.

## ARTICLE III. PURPOSE

The purpose for which this corporation is organized and the nature of the business to be transacted by it is the rendering of professional legal services of every type, kind and nature. This corporation shall engage in no other business other than the rendering of the professional services for which it is specifically incorporated; provided, however, that the corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, or own real and personal property necessary for the rendering of such professional services, and shall have such other powers and authority to transact and carry on such business as may be now or hereafter permitted under the applicable laws of the State of Florida with regard to professional service corporations.

## ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have

outstanding at any one time is 1,000 shares of common stock having a nominal par value of $1.00 per share, fully paid and non-assessable.

Authorized capital stock may be paid for in cash or property, at a just value, but not less than par value, to be fixed by the Board of Directors of this corporation.

## ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 300 Circle Drive, Suite A, Lake City, Florida 32055. The initial registered agent of the corporation at such office is T. Bradley McRae.

## ARTICLE VI. DIRECTORS

The corporation shall have (3) directors initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

## ARTICLE VII. INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the first Board of Directors are as follows:

| NAME | ADDRESS |
|---|---|
| T. BRADLEY MCRAE | 300 Circle Drive<br>Suite A<br>Lake City, Florida 32055 |
| ROBERT E. CASE, JR. | 994 El Prado Street<br>Lake City, Florida 32025 |
| STEPHEN A. SMITH | 101 East Madison Street<br>Lake City, Florida 32055 |

## ARTICLE VIII. INCORPORATOR

The name and address of the incorporator who has executed these Articles of Incorporation is as follows:

| NAME | ADDRESS |
| --- | --- |
| T. BRADLEY MCRAE | 300 Circle Drive<br>Suite A<br>Lake City, Florida 32055 |

## ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended, from time to time, in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

## ARTICLE X. LIMITATIONS ON CORPORATE STOCK

(a) No one other than an individual who is duly licensed as an attorney under the laws of the State of Florida may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

(b) If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such

services with the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in, the corporation.

(c) No shareholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose of said meeting.

(d) In the event there is more than one shareholder in the corporation, before stock is issued to shareholders they must have negotiated with the other shareholders and/or the corporation a buy and sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation is terminated for any reason. An executed copy of the buy and sell agreement must be filed with the Secretary of the corporation and made a part of the records of the corporation.

## ARTICLE XI. RESIDENT AGENT

The Resident Agent for service of process of this corporation is T. Bradley McRae, whose street address or location for service of process within this State is 300 Circle Drive, Suite A, Lake City, Florida 32055.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation for the use and purpose therein stated.

**T. BRADLEY MCRAE**

**STATE OF FLORIDA**
**COUNTY OF COLUMBIA**

**BEFORE ME**, the undersigned authority, personally appeared **T. BRADLEY MCRAE**, to me known to be the person described herein and who executed the foregoing Articles of Incorporation and acknowledged that he subscribed to those Articles of Incorporation.

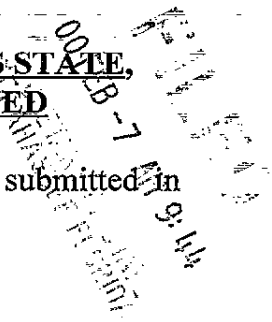
**WITNESS** my hand and official seal at Lake City, Columbia County, Florida on this 4th day of February, 2000.

Shelby Sapp
NOTARY PUBLIC
My Commission Expires:

**(SEAL)**

SHELBY SAPP
Notary Public - State of Florida
My Commission Expires Apr 19, 2003
Commission # CC 826123

**CERTIFICATE DESIGNATING PLACE OF BUSINESS, OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**



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

First, that **MCRAE & CASE, P.A.**, desiring to organize under the laws of the State of Florida, with its principal office, as directed in the Articles of Incorporation in the city of Lake City, Florida, has named **T. BRADLEY MCRAE**, 300 Circle Drive, Suite A, Lake City, Florida 32055, as its' agent to accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above styled corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act, relative to keeping open said office.

**T. BRADLEY MCRAE**