

TRANSMITTAL LETTER

P000000023533

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

SUBJECT: LAW OFFICE OF JOHN J. GENORD, P.A.  
(Proposed corporate name - must include suffix)

900003150909--5  
-02/29/00--01012--008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: JOHN GENORD  
Name (Printed or typed)

18675 US 19 N LOT 145  
Address

CLEARWATER FL 33769  
City, State & Zip

727-536-5174  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2000 FEB 29 AM 8:00

FILED

NOTE: Please provide the original and one copy of the articles.

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FILED

2000 FEB 29 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
LAW OFFICE OF JOHN J. GENORD, P.A.  
A PROFESSIONAL CORPORATION**

The undersigned, duly licensed to practice law in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

- 1.01. The name of the Corporation shall be "Law Office of John J. Genord, P.A."  
18675 US 19 North, Lot 145, Clearwater, Florida 33764,

**ARTICLE II: REGISTERED OFFICE AND AGENT**

- 2.01. The location and address of the Corporation's initial registered office in Florida is 18675 US 19 North, Lot 145, Clearwater, Florida 33764, Pinellas County. The initial registered agent at the registered office is John J. Genord.

**ARTICLE III: PURPOSE**

- 3.01. The purpose for which the Corporation is organized shall be to engage in the practice of law within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

#### ARTICLE IV: DURATION

4.01. The term of existence of the Corporation is perpetual.

#### ARTICLE V: PROFESSIONAL SERVICES

5.01. The professional services of the Corporation shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized to practice law within the State of Florida. Professional services shall be rendered in each case by the officer, employee or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of a law practice.

#### ARTICLE VI: INCORPORATORS

6.01 The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
John J. Genord	18675 US 19 North Lot 145 Clearwater, Florida 33764

#### ARTICLE VII: MANAGEMENT

7.01. The business of the Corporation shall be managed by its Board of Directors.

7.02 The number of directors constituting the initial Board of Directors of the corporation is one. The number of directors shall be fixed by the Bylaws of this corporation and may be changed from time to time, but shall never be less than one. The name and addresses of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
John J. Genord	18675 US 19 North Lot 145 Clearwater, Florida 33764

#### ARTICLE VIII: CAPITAL STOCK

- 8.01. The number of shares of stock that the corporation is authorized to have outstanding is one hundred (100), all of which shall be common shares without a par value.
- 8.02. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. Shares of the corporation's stock and certificates therefor shall be issued only to attorneys in good standing and duly licensed to practice law within the State of Florida. All stock, when issued, shall be fully paid for and shall be non-assessable.

#### ARTICLE IX: INITIAL SHAREHOLDERS

- 9.01. The name and addresses of the initial shareholders of this corporation are:

<u>Name</u>	<u>Address</u>
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John J. Genord

18675 US 19 North

Lot 145

Clearwater, Florida 33764

#### ARTICLE X: SHAREHOLDER VOTING

- 10.01. The presence, at any shareholder meeting, in person or by proxy, of persons entitled to vote a majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.
- 10.02. The affirmative vote of a majority of the outstanding shares of the corporation or shares represented at a meeting at which a quorum is present shall be the act of the shareholders.

#### ARTICLE XI: BOARD OF DIRECTORS VOTING

- 11.01. A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.
- 11.02. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present is required to constitute any act or decision of the Board of Directors.

#### ARTICLE XII: RIGHT TO REDEEM

12.01. The corporation has the right to redeem its shares at the price, and subject to the terms and conditions, contained in any stock purchase agreement entered into by the corporation.

#### **ARTICLE XIII: CONSIDERATION DETERMINABLE BY SHAREHOLDERS**

13.01. The shareholders shall have the authority to fix the consideration for which the shares of stock of the corporation shall be issued and to provide when and how such consideration shall be paid.

#### **ARTICLE XIV: AMENDMENT TO ARTICLES**

14.01. The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth within the Bylaws, if any.

#### **ARTICLE XV: COMPENSATION OF OFFICERS**

15.01. The Board of Directors shall have the authority to determine and set the compensation (by way of salaries, draws, bonuses, pensions and the like) of all of the employees, agents and officers of the corporation, including the salaries of those officers who are also members of the Board of Directors, and no director shall be disqualified from voting on such compensation by virtue of also being an employee, agent or officer of the corporation.

## **XVI: SEVERANCE AND TERMINATION OF EMPLOYMENT RELATIONSHIP WITH CORPORATION**

16.01. If any officer, director, shareholder, agent or employee of the corporation, who has been rendering professional legal services to the public;

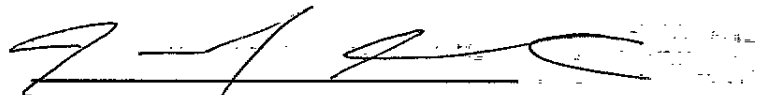
- (a) for any reason ceases to be an active member of the legal profession in good standing and duly licensed with the State of Florida to render the same professional service as the corporation;
- (b) voluntarily or involuntarily severs his relationships as an officer, shareholder, agent or employee of the corporation;
- (c) has his relationship as an officer, agent or employee of the corporation involuntarily severed;
- (d) is elected to public office;
- (e) accepts employment that pursuant to the law, places restrictions or limitations on the continuous rendering of such professional services, then in any of such events, such person's employment with and financial interest in the corporation shall automatically and immediately cease forthwith, and shall be completely severed and terminated; except to receive any payment which he is due for such shares of stock in the corporation as may be owned by him and any other amounts that are lawfully due and owing to him by the corporation. Any shares of stock of such person in the corporation shall thereafter have no voting rights of any kind; shall not be entitled to any dividends or stock rights of any kind which may be thereafter declared by the corporation; and all stock in the corporation owned by such person shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and only in such manner that shall be authorized or set forth in the bylaws or shareholders agreement or both adopted by the corporation and shareholders thereof.

## VXII: RESTRICTIONS ON RIGHT OF TRANSFER OF STOCK

- 17.01. No shareholder of the corporation and no personal representative or guardian of a deceased or incompetent shareholder may sell or transfer any of such shareholder's shares of stock in the corporation except to another individual who is eligible to be a shareholder of the corporation and then only after the proposed sale or transfer shall have been first authorized and approved in accordance with the bylaws of the corporation and any shareholders agreement adopted by the corporation and shareholders thereof.
- 17.02. The corporation and the shareholders of the corporation are specifically authorized from time to time to adopt appropriate corporate bylaws or shareholders agreements or both not inconsistent herewith, limiting transferability or assignability of the stock of the corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the initial incorporator of this corporation, have executed these Articles of Incorporation on this 23<sup>rd</sup> day of February, 2000.

INCORPORATOR:

  
JOHN J. GENORD



FILED

2000 FEB 29 AM 8 00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, The undersigned authority personally appeared, JOHN J. GENORD, to me well known and well known to me to be the person who signed the foregoing Articles of Incorporation and who acknowledged for me that he executed the foregoing for the uses and purposes therein expressed.

WITNESS my hand and seal at the State and County aforesaid this  
23<sup>rd</sup> of February, 2000.

*Patti K. Jackson*

NOTARY PUBLIC – STATE OF FLORIDA

My Commission Expires:



Patti K Jackson  
My Commission CC613983  
Expires January 15, 2001

REGISTERED AGENT ACCEPTANCE

I, the undersigned, hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for this corporation

*John J. Genord*  
JOHN J. GENORD / REGISTERED AGENT