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TRANSMITTAL LETTER

FILED
00 MAY 24 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Margaret Keys McCain PA Attorney At Law
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000003265270--3
-05/24/00--01062--011
****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: Margaret Keys McCain
Name (Printed or typed)
613 Atlantus Ter.
Address
Sebastian, FL 32958
City, State & Zip
(561) 778-5060
Daytime Telephone number

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

D. BROWN JUN - 2 2000

**ARTICLES OF INCORPORATION
FOR**

**Margaret Keys McCain, P.A.
Attorney at Law**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Professional Corporation for profit under Chapter 607 and 621 of the Florida Statutes.

ARTICLE 1 - NAME

The Name of the Professional Corporation is **Margaret Keys McCain, P.A. Attorney At Law.**

ARTICLE 2 - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 2233 14th Avenue, Suite B, Vero Beach, Florida 32960. The mailing address is one in the same as the principal place of business.

ARTICLE 3 - PURPOSE OF PROFESSIONAL CORPORATION

The Professional Corporation shall engage in the practice of law and any and all activities and services associated with the legal profession permitted in the State of Florida and the United States.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of the Professional Corporation is:

Margaret Keys McCain
Florida Bar # 123900
613 Atlantis Terrace
Sebastian, FL 32958
SS#: 589-22-0571

ARTICLE 5 - OFFICERS

The initial President of the Professional Corporation shall be Margaret Keys McCain, who is a licensed attorney in the State of Florida in good standing. The initial Secretary/Treasurer shall be Maragret Keys McCain, 613 Atlantus Terrace, Sebastian, FL 32958.

ARTICLE 6 - CAPITALIZATION

6.1 The maximum number of shares of stock permissible at any time for the Professional Corporation is ONE THOUSAND (1,000). The shares shall be common stock, each having a par value of ONE DOLLAR (\$1.00).

6.2 No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

6.4 Stock may only be issued to a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render legal services.

6.5 The Professional Corporation shall have the right of first refusal in any sale of stock.

ARTICLE 7 - SUB-CHAPTER "S" CORPORATION

The Professional Corporation may elect to be an "S" Corporation as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of the Professional Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Professional Corporation unanimously agree otherwise in writing.

7.2 After the Professional Corporation has elected to be an S Corporation, none of the shareholders, without the written consent of the other shareholders, shall take any action, or make any transfer or other disposition of the Shareholders' shares of stock in the Professional Corporation, which will result in the termination or revocation of such election to an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Upon the election of the S Corporation Status, each share of stock issued by the Professional Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such a transfer would void the election of the Professional Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 8 - POWERS OF PROFESSIONAL CORPORATION

The Professional Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERMS OF EXISTENCE

The Professional Corporation shall have perpetual existence.

ARTICLE 10 - TITLE

The Professional Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered in the books of the Corporation as the owner thereto, for all purposes, and shall not be

bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Professional Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office and Registered Agent of the Professional Corporation is Matthew Ray McCain, Certified Public Accountant, 613 Atlantus Terrace, Sebastian, Florida, 32958.

ARTICLE 12 - BYLAWS

The Board of Directors of the Professional Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Professional Corporation, by two thirds majority of all Board of Directors.

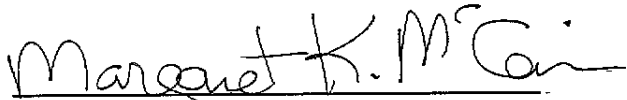
ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

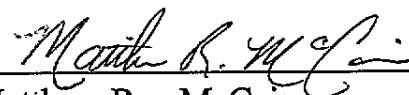
The Professional Corporation reserves the right to amend, alter change, or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to the Articles or to any amendment hereto, in any manner now or hereafter prescribed or permitted by provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are subject to this reservation.

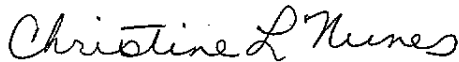
IN WITNESS WHEREOF, I have hereunto sent my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation under the laws of
the State of Florida, the 17th day of May, 2000.


Margaret Key McCain, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE
ARTICLES OF INCORPORATION

Matthew Ray McCain, having been designed as the Registered Agent in the
above and foregoing Articles of Incorporation, is familiar with and accepts the
obligations of the position of Registered Agent under Florida Statute 607.0505.


Matthew Ray McCain
Certified Public Accountant





Christine L. Nunes
MY COMMISSION # CC827233 EXPIRES
April 18, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
00 MAY 24 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA