

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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*Magers & Nichols, P.A.*

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Signature \_\_\_\_\_

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Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**MAGERS & NICHOLS, P.A.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, WHO IS A CERTIFIED PUBLIC ACCOUNTANT LICENSED TO PRACTICE LAW IN THE STATE OF FLORIDA, ASSOCIATES AND ORGANIZES THIS CORPORATION WITH THE INTENT OF FORMING A PROFESSIONAL CORPORATION IN ACCORDANCE WITH THE FLORIDA PROFESSIONAL SERVICE CORPORATION AND LIMITED LIABILITY COMPANY ACT, CHAPTER 621, FLORIDA STATUTES, AND ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION FOR THIS CORPORATION:

**ARTICLE I. CORPORATE NAME.**

THE NAME OF THIS CORPORATION IS MAGERS & NICHOLS, P.A.

**ARTICLE II. COMMENCEMENT & DURATION.**

THESE ARTICLES OF INCORPORATION SHALL BECOME EFFECTIVE UPON FILING WITH THE FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS. THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

**ARTICLE III. PURPOSE & POWERS.**

THE SOLE AND SPECIFIC PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED IS TO OPERATE AND MAINTAIN AN ESTABLISHMENT AND OTHERWISE SERVE THE CONVENIENCE OF ITS SHAREHOLDERS IN CARRYING ON AND ENGAGING IN THE PRACTICE OF PUBLIC ACCOUNTING AS A PROFESSIONAL CORPORATION AND TO CARRY ON SERVICES INCIDENT TO THE PRACTICE OF PUBLIC ACCOUNTING, AND TO CARRY ON ANY OTHER LAWFUL ACTIVITY PERMITTED BY CHAPTER 621 OF THE FLORIDA STATUTES AND NOT SPECIFICALLY PRECLUDED BY ANY PROVISION OF SECTION 621.08 THEREOF. THIS CORPORATION SHALL HAVE ALL THE RIGHTS AND POWERS NOW OR SUBSEQUENTLY CONFERRED ON PROFESSIONAL CORPORATIONS BY THE LAWS OF THE STATE OF FLORIDA.

**ARTICLE IV. PRINCIPAL OFFICE.**

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION IS 1329 KINGSLEY AVENUE, SUITE D, ORANGE PARK, FLORIDA 32073, AND THE MAILING ADDRESS OF THIS CORPORATION IS POST OFFICE BOX 1747, ORANGE PARK, FLORIDA 32067-1747.

#### **ARTICLE V. CAPITAL STOCK.**

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100,000. THESE SHARES SHALL BE OF A SINGLE CLASS OF COMMON STOCK, AND SHALL HAVE A PAR VALUE OF \$.01 PER SHARE. EACH ISSUED AND OUTSTANDING SHARE SHALL BE ENTITLED TO ONE VOTE. THE SHAREHOLDERS MAY, BY BYLAW PROVISION OR BY SHAREHOLDERS' AGREEMENT RECORDED IN THE CORPORATE MINUTE BOOK, IMPOSE SUCH RESTRICTIONS ON THE SALE, TRANSFER OR ENCUMBRANCE OF THE STOCK OF THIS CORPORATION AS THEY MAY SEE FIT.

#### **ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE.**

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT ARE JOHN W. NICHOLS, 1329 KINGSLEY AVENUE, SUITE D, ORANGE PARK, FLORIDA 32073.

#### **ARTICLE VII. BOARD OF DIRECTORS.**

THIS CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS. THE INITIAL NUMBER OF DIRECTORS THAT THE CORPORATION SHALL HAVE SHALL BE NOT LESS THAN ONE (1) BUT MAY BE SUCH GREATER NUMBER AS MAY BE ELECTED BY THE SHAREHOLDERS FROM TIME TO TIME IN ACCORDANCE WITH, AND IN THE MANNER PROVIDED BY, THE BYLAWS OF THE CORPORATION.

#### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

THE NAME AND ADDRESS OF THE INITIAL DIRECTOR, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THIS CORPORATION AND UNTIL THEIR SUCCESSOR(S) ARE ELECTED OR APPOINTED AND HAVE QUALIFIED, OR UNTIL THE EARLIER OF THEIR REMOVAL, RESIGNATION OR DEATH, ARE JOHN W. NICHOLS, 1329 KINGSLEY AVENUE, SUITE D, ORANGE PARK, FLORIDA 32073.

#### **ARTICLE IX. INCORPORATOR.**

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION ARE JOHN W. NICHOLS, 1329 KINGSLEY AVENUE, SUITE D, ORANGE PARK, FLORIDA 32073.

#### **ARTICLE X. QUALIFICATIONS FOR SHAREHOLDERS, DIRECTORS AND OFFICERS**

ALL OF THE SHAREHOLDERS, DIRECTORS AND OFFICERS OF THIS CORPORATION ARE REQUIRED AT ALL TIMES TO BE CERTIFIED PUBLIC ACCOUNTANTS WHO ARE LICENSED TO PRACTICE IN THE STATE OF FLORIDA. IF ANY SHAREHOLDER, DIRECTOR OR OFFICER OF THIS CORPORATION BECOMES LEGALLY DISQUALIFIED TO RENDER PROFESSIONAL OR OTHER PERSONAL SERVICES, CONSULTATION OR ADVICE

WITHIN THIS STATE IN CONNECTION WITH THE PRACTICE OF LAW, SUCH PERSON SHALL TRANSFER ANY SHARES IN THIS CORPORATION OWNED BY HIM OR HER TO THE CORPORATION OR ANOTHER PERSON QUALIFIED TO OWN SUCH SHARES, AS REQUIRED BY SECTION 621.10, FLORIDA STATUTES, OR PURSUANT TO SUCH OTHER ARRANGEMENTS OR PROVISIONS (NOT INCONSISTENT WITH SECTION 621.10) AS MAY BE PROVIDED IN THE BYLAWS OF THIS CORPORATION OR ANY AGREEMENT BETWEEN SUCH SHAREHOLDER AND THE CORPORATION. IF AT ANY TIME ALL OF THE SHAREHOLDERS OF THE CORPORATION SHALL CEASE, AT ANY ONE TIME AND FOR ANY REASON, TO BE CERTIFIED PUBLIC ACCOUNTANTS LICENSED TO PRACTICE THE STATE OF FLORIDA, THE CORPORATION SHALL THEREUPON BE DEEMED TO BE CONVERTED INTO AND SHALL HENCEFORTH OPERATE SOLELY AS A BUSINESS CORPORATION PURSUANT TO THE PROVISIONS OF CHAPTER 607, FLORIDA STATUTES, AS AMENDED, OR ITS SUCCESSORS.

#### ARTICLE XI. INDEMNIFICATION.

THE BOARD OF DIRECTORS IS SPECIFICALLY AUTHORIZED TO MAKE PROVISIONS FOR INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS TO THE FULL EXTENT PERMITTED BY LAW.

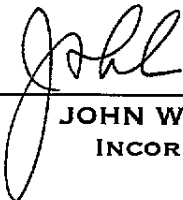
#### ARTICLE XII. BYLAWS.

THIS CORPORATION SHALL ADOPT BYLAWS NOT INCONSISTENT WITH THESE ARTICLES OF INCORPORATION, IN THE MANNER PRESCRIBED BY APPLICABLE LAW.

#### ARTICLE XIII. AMENDMENT.

THIS CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISIONS CONTAINED IN ITS ARTICLES OF INCORPORATION, IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY STATUTE, AND ALL RIGHTS CONFERRED UPON SHAREHOLDERS HEREIN ARE GRANTED SUBJECT TO THIS RESERVATION.

THE UNDERSIGNED, BEING THE INCORPORATOR OF THIS CORPORATION, HEREBY DECLARES AND CERTIFIES THAT THE FACTS HEREIN STATED ARE TRUE AND CORRECT, AND ACCORDINGLY HAS EXECUTED THESE ARTICLES OF INCORPORATION TO BE EFFECTIVE UPON THEIR FILING WITH THE FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS.



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JOHN W. NICHOLS  
INCORPORATOR

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**

**PURSUANT TO SECTIONS 48.091, 607.0501 AND 621.13(1), FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:**

**MAGERS & NICHOLS, P.A., DESIRING TO ORGANIZE UNDER THE LAWS OF THE  
STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF  
INCORPORATION IN THE COUNTY OF CLAY, STATE OF FLORIDA, HAS NAMED AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE:**

**JOHN W. NICHOLS  
1329 KINGSLEY AVENUE  
SUITE D  
ORANGE PARK, FL 32073**

**ACKNOWLEDGMENT:**

**HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS  
FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY  
WITH THE PROVISIONS OF THE ACT. 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.**



**JOHN W. NICHOLS**

**STATE OF FLORIDA  
COUNTY OF CLAY**

CLAY COUNTY  
TALLAHASSEE, FLORIDA

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**THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 26<sup>th</sup>  
DAY OF JULY, 2000, BY JOHN W. NICHOLS, WHO IS PERSONALLY KNOWN TO ME.**



**NOTARY PUBLIC**

**KATHY S. SCHERER  
Notary Public - State of Florida  
My Commission Expires Apr 10, 2001  
Commission # CC 637619**