

Linda C. Hanna  
Professional Association  
Attorney at Law

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October 23, 2000  
**P00000100538**

VIA UPS OVERNIGHT

Attn: Filing Department  
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Abell Garcia Architects, P.A.

**EFFECTIVE DATE**  
10-18-00

Dear Sir or Madam:

We are enclosing an original and two copies of the Articles of Incorporation to be filed, for the above-referenced corporation.

Please return the copy, marked "filed" in the envelope enclosed.

We are also enclosing this firm's check in the amount of \$78.75, to cover the Filing Fees, Registered Agent Designation and Certified Copy.

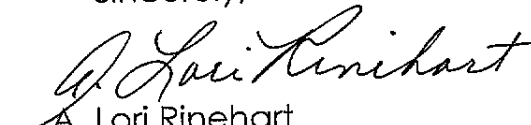
Please return the confirmation copy of this letter in the enclosed envelope, as evidence of your receipt of this package.

If you have any questions, please call the undersigned, immediately.

Your attention to this matter is appreciated.

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\*\*\*\*78.75 \*\*\*\*78.75

Sincerely,

  
A. Lori Rinehart  
Estate Paralegal to  
Linda C. Hanna

ALR/pc  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ABELL GARCIA ARCHITECTS, P.A.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

**ABELL GARCIA ARCHITECTS, P.A.**

**EFFECTIVE DATE**

10-18-00

**ARTICLE II**

**Business and Purposes**

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage solely and specifically in the business of carrying on the general practice of architecture;
- (b) to invest in real estate, mortgages, stocks, bonds or any other type of investments;
- (c) to own real and personal property necessary for the rendering of the above professional services; and
- (d) in general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

### **ARTICLE III**

#### **Capital Stock**

A. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share. Each share of stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

B. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

C. The shareholders of the corporation shall not have preemptive rights to acquire unissued shares of the stock of the corporation.

### **ARTICLE IV**

#### **Existence of Corporation**

In accordance with Section 607.0203 Florida Statutes, the existence of this corporation shall commence on October 18, 2000, and shall thereafter be perpetual.

### **ARTICLE V**

#### **Principal Place of Business**

The street address of the initial principal office, and if, different, the mailing address of the corporation, shall be 2201 Dekle Avenue, Tampa, Florida 33606.

### **ARTICLE VI**

#### **Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 600 South Magnolia Avenue, Tampa, Florida 33606, and the initial registered agent of this corporation at such office shall be LINDA C. HANNA. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE VII**

**Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders but, each director must be duly licensed as an architect within the State of Florida. The stockholders of this corporation may remove any director from office at any time, with or without cause.

**ARTICLE VII**

**Initial Board of Directors**

The initial Board of Directors shall consist of one member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Kenneth Garcia	2201 Dekle Avenue Tampa, FL 33606

**ARTICLE VIII**

**Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Linda C. Hanna	600 S. Magnolia Avenue Suite 125 Tampa, FL 33606

**ARTICLE IX**

**By-Laws**

A. The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of the stockholders.

B. The by-laws of this corporation shall be for the governance of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided that they are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

**ARTICLE X**

**Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
LINDA C. HANNA

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23 day of  
October, 2000, by LINDA C. HANNA, who is personally known to me ~~or who has~~  
~~produced~~ \_\_\_\_\_ as identification.

WITNESS my hand and official seal the date aforesaid.



Patricia S. True  
MY COMMISSION # CC585348 EXPIRES  
December 27, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

*Patricia S. True*

NOTARY PUBLIC  
My Commission Expires:

**ABELL GARCIA ARCHITECTS, P.A.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

LINDA C. HANNA, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity.

DATED this 23<sup>rd</sup> day of October, 2000.

  
LINDA C. HANNA