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REFERENCE : 909110 81605A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

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DIVISION OF CORPORATIONS  
00 NOV 27 PM 12:58

ORDER DATE : November 27, 2000

ORDER TIME : 10:33 AM

ORDER NO. : 909110-005

CUSTOMER NO: 81605A

CUSTOMER: Aaron J. Gold, Esq  
Gold & Resnick, P.a.

900003476109--9

704 West Bay Street

Tampa, FL 33606

DOMESTIC FILING

NAME: BETSY MCCOY BENEDICT, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

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CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 27, 2000

CSC NETWORKS  
1201 HAYS STREET  
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SUBJECT: BETSY MCCOY BENEDICT, P.A.  
Ref. Number: W00000027918

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for BETSY MCCOY BENEDICT, P.A. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
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**ARTICLES OF INCORPORATION**  
- of -  
**BETSY MCCOY BENEDICT, P.A.**  
**A PROFESSIONAL CORPORATION**

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DIVISION OF CORPORATIONS  
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The undersigned, duly licensed to practice law in the State of Florida, desiring to form a professional corporation in accordance with the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation:

**I. NAME**

The name of the Corporation is:

**BETSY MCCOY BENEDICT, P.A.**

**II. PURPOSE**

The purpose for which the Corporation is organized is to engage in and carry on all branches of the practice of law within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments to receive, collect, reinvest and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stocks so owned.

(g) To establish and carry out pension, profit sharing, share-bonus, share-purchase incentive, and benefit plans, trusts and provisions for the directors, officers and employees of the Corporation.

(h) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact by-laws to carry these restrictions into effect.

(i) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation and Limited Liability Company Act as currently enacted and as may be hereafter amended or superseded by any other statute.

### **III. DURATION**

The term of existence of the Corporation is perpetual.

### **IV. REGISTERED OFFICE**

The street address of the Corporation's initial registered office in this State is 704 West Bay Street, Tampa, Florida 33606. The initial registered agent of the registered office is Betsy McCoy Benedict.

### **V. PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Corporation is 704 W. Bay Street, Tampa, Florida 33606.

## **VI. PROFESSIONAL SERVICES**

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 and no officers, employee, or agent shall enter in any contract, written or verbal, for professional services with any client. This provision shall not be applicable to the extent it conflicts with the law or the professional rules of the legal profession.

## **VII. INCORPORATOR**

The name and address of the incorporator is:

**BETSY MCCOY BENEDICT  
704 W. Bay Street  
Tampa, Florida 33606**

## **VIII. DIRECTORS**

The Board of Directors shall consist of one (1) member. The name and address of the first Board of Director is:

<b>BETSY MCCOY BENEDICT</b>	<b>704 W. Bay Street</b>
	<b>Tampa, Florida 33606</b>

## **IX. SHARE STRUCTURE**

9.1 The maximum number of shares that the Corporation is authorized to have outstanding is Ten Thousand (10,000) shares of Common Stock, having a par value of ONE AND NO/100 DOLLAR (\$1.00) per share.

9.2 No share of stock of this Corporation shall be issued or transferred to any person who is not an attorney duly licensed to practice law in the State of Florida.

9.3 Shares without par value may be issued pursuant to subscriptions taken by the incorporator for any consideration that may be specified by the incorporator, and, after organization, shares without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board of Directors, in its discretion, may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporator or by the Board of Directors and has been paid or delivered, shall be fully paid and nonassessable.

9.4 The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

9.5 To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

## **X. AMENDMENT OF ARTICLES**

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

## **XI. INTERESTED DIRECTORS AND OFFICERS**

A director or officer of the Corporation shall not be disqualified by office solely because the director or officer dealt or contracted with the Corporation as a vendor, purchaser, employee, agent or otherwise. No act of the Corporation shall be void or voidable by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed to the members of the Board present at any meeting of the Board of Directors at which action on the transaction is taken. The transaction must be authorized by an affirmative vote of a majority of the directors who have no direct or indirect interest in the transaction. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction. No interested director may vote to authorize, ratify, or approve

the transaction. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

## **XII. INDEMNIFICATION**

12.1 To the extent the law permits, the Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amount actually and reasonably incurred in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until the Board of Directors consisting of directors who were not parties to such action, has determined by majority vote at a meeting or by a written instrument signed by a majority of all of the directors who were not parties to such action, that the officer, director or employee:

- (a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;
- (b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

12.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b), and (c) of paragraph 12.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

### **XIII. ELECTION UNDER PROFESSIONAL CORPORATION ACT**

The Corporation elects to be governed by the provisions of the Professional Service Corporation and Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 21 day of November, 2000.

  
**BETSY MCCOY BENEDICT**  
Incorporator

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

**BEFORE ME**, the undersigned authority, personally appeared **BETSY MCCOY BENEDICT**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

**IN WITNESS WHEREOF**, I hereunto set my hand and official seal this 21<sup>st</sup> day of November, 2000.

Sheila M. McCaffrey  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_



Sheila M. McCaffrey  
MY COMMISSION # CC736099 EXPIRES  
April 22, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

**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:

That **BETSY MCCOY BENEDICT, P.A.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, and State of Florida, has named **BETSY MCCOY BENEDICT**, located at 704 West Bay Street, Tampa, Florida 33606, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated 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.

  
**BETSY MCCOY BENEDICT**  
Registered Agent

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