

GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

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KELLY B. PLANTE, ESQUIRE

January 8, 2001

PO1000002654

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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-01/08/01 -01071--025
*****78.75 *****78.75

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy of the Articles of Incorporation** for the following entity:

BREWTON, PLANTE & PLANTE, P.A.

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

KBP/amc
Enclosures
BPP.1.1

FILED
01 JAN -8 PM 3:19
RECEIVED
01 JAN -8 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T SMITH JAN 08 2001



ARTICLES OF INCORPORATION
OF
BREWTON, PLANTE & PLANTE, P.A.

FILED
01 JAN - 8 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract and as an Attorney at Law duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be BREWTON, PLANTE & PLANTE, P.A.

ARTICLE II - ADDRESS

The principal office address of the Corporation is 225 South Adams Street, Suite 250, Tallahassee, Florida 32301.

ARTICLE III - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that an Attorney at Law duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this Corporation who are duly licensed under the laws of the State of Florida to practice law therein.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment of furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

D. It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV- CAPITAL STOCK

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - DURATION

This Corporation shall exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be:

225 South Adams Street
Suite 250
Tallahassee, Florida 32301

The name of the initial registered agent of this Corporation at that address shall be:

Wilbur E. Brewton, Esquire

ARTICLE VII - BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be three (3).
- B. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1).
- C. Any director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.
- D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The names and street addresses of the initial members of the Board of Directors and Officers, to hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Wilbur E. Brewton	225 South Adams Street, Suite 250 Tallahassee, Florida 32301	Director/President
Kelly B. Plante	225 South Adams Street, Suite 250 Tallahassee, Florida 32301	Director/Treasurer
Kenneth J. Plante	225 South Adams Street, Suite 250 Tallahassee, Florida 32301	Director/Secretary

ARTICLE IX - INCORPORATOR

The following are the name and street address of the incorporator signing these Articles, who is an Attorney at Law duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Address</u>
Wilbur E. Brewton	225 South Adams Street, Suite 250 Tallahassee, Florida 32301

ARTICLE X - SHAREHOLDERS

Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an Attorney at Law under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer such shareholder's shares of stock therein except to another individual who is eligible to be a shareholder of this Corporation. No shareholder of this Corporation shall enter

into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of such shareholder's shares.

ARTICLE XI - BYLAWS

The shareholders of this Corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this Corporation, and the duties of the officers of this Corporation shall be prescribed by such Bylaws. In addition, such Bylaws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this Corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XII - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of such shareholder's shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the Bylaws adopted by the shareholders of this Corporation, or a Stock Purchase and Shareholders' Agreement between this Corporation and its Shareholders, setting forth the terms and conditions of such purchase; provided however, the capital of this Corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XIV - DEADLOCKS

A. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series.

B. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless otherwise provided by law. Provided, however, in the event an issue to be decided by the Shareholders, is required by the Articles of Incorporation, by the Bylaws, by contract, by a Stock Purchase and Shareholders' Agreement or otherwise, to be determined by at least a majority vote of the Shareholders; and at the time such issue is being decided there are an even number of Shareholders, and a majority vote cannot be obtained because the Shareholders are deadlocked on such issue, then the Shareholders shall, within five (5) days of written notice of such deadlock, select a mutually agreed upon mediator to mediate such deadlock. The cost of mediation shall be borne equally between the Shareholders. In the event the Shareholders cannot, within twenty (20) days of written notice of such deadlock, resolve such deadlock, then such deadlock shall be resolved exclusively by arbitration administered in Tallahassee, Florida, by the American Arbitration Association in accordance with the Florida Rules of Civil Procedure, and judgment upon the award rendered by the Arbitrator may be entered in any court having jurisdiction thereof. The Arbitrator shall be mutually selected by the parties. In the event the Shareholders cannot agree on an Arbitrator, within ten

(10) days after the expiration of the twenty (20) day period described above, then each Shareholder shall, within seven (7) days after the expiration of such ten (10) day period, select an Arbitrator. Those two (2) Arbitrators shall select a third Arbitrator and the three (3) Arbitrators shall arbitrate the deadlock. If a Shareholder fails to timely select an Arbitrator as provided herein, then the Arbitrator appointed by the other Shareholders shall arbitrate the deadlock.

C. After a quorum has been established at a shareholders' meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

D. A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present, then a majority of those directors present may adjourn the meeting from time to time without notice until a quorum is present. Provided, however, in the event an issue to be decided by the directors is required by the Articles of Incorporation, by the Bylaws, by contract, by a Stock Purchase and Shareholders' Agreement or otherwise, to be determined by at least a majority of the directors; and at the time such issue is being decided there are an even number of directors, and a majority vote cannot be obtained because the directors are deadlocked on such issue, then the directors shall, within five (5) days of written notice of such deadlock, select a mutually agreed upon mediator to mediate such deadlock. The cost of mediation shall be borne equally between the directors. In the event the directors cannot, within twenty (20) days of written notice of such deadlock, resolve such deadlock, then such deadlock shall be resolved exclusively by arbitration administered in Tallahassee, Florida, by the American Arbitration Association in accordance with the Florida Rules of Civil Procedure, and judgment upon the award rendered by the Arbitrator may be entered in any court having jurisdiction thereof. The Arbitrator shall be mutually selected by the directors. In the event the directors cannot agree on an Arbitrator, within ten (10) days after the expiration of the twenty (20) day period described above, then each director shall, within seven (7) days after the expiration of such ten (10) day period, select an Arbitrator. Those two (2) Arbitrators shall select a third Arbitrator and the three (3) Arbitrators shall arbitrate the deadlock. If a director fails to timely

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of BREWTON, PLANTE & PLANTE, P.A., I hereby accept and agree to act in this capacity.


Dated January 8, 2001.

A handwritten signature in black ink, appearing to read 'Wilbur E. Brewton', written over a horizontal line.

Wilbur E. Brewton, Esquire

select an Arbitrator as provided herein, then the Arbitrator appointed by the other directors shall arbitrate the deadlock.

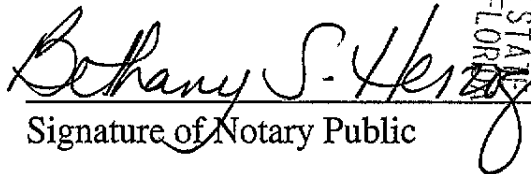
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of January, 2001.



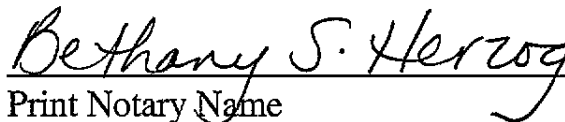
Wilbur E. Brewton, Esquire
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 8th day of January, 2001, by WILBUR E. BREWTON, ESQUIRE.



Signature of Notary Public



Print Notary Name

My Commission Expires: July 11, 2003
Commission Number: CC 853098

☒ Personally known, or ☐ Produced
Identification

Type of Identification Produced: