

POI 0000 12674

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(5) BOARD CERTIFIED APPELLATE LAWYER
(6) BOARD CERTIFIED BUSINESS
LITIGATION LAWYER
(7) FLORIDA SUPREME COURT
CERTIFIED CIRCUIT MEDIATOR

January 29, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

400003623064--3
-02/01/01--01062--014
*****78.75 *****78.75

Re: Articles of Incorporation/HALSTEAD ARCHITECTS, A.I.A., P.A.
File No. 7030/12367

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-named not-for profit corporation, along with this firm's check in the amount of \$78.75 for the filing fee. Please file the original of the enclosed Articles of Incorporation and return a copy to the undersigned.

Your prompt attention to this matter would be greatly appreciated. Thank you.

Very truly yours,


David S. Maglich

DSM/vlg

Enclosures

#220819

FILED
01 FEB - 1 PM 4: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Law
2/2/01
ar*

ARTICLES OF INCORPORATION
OF
HALSTEAD ARCHITECTS, A.I.A., P.A.

FILED
01 FEB -1 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber, who is duly licensed to practice architecture in the State of Florida, for the purpose of forming a professional corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I.

Name

The name of this corporation is **HALSTEAD ARCHITECTS, A.I.A., P.A.**

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be the date of filing of these articles with the Department of State, and the corporation shall have perpetual existence thereafter.

ARTICLE III.

Nature of Business

The corporation is organized to practice the profession of and its purposes in furtherance of the practice of such profession are as follows:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that an architect, licensed under the laws of the State of Florida, is allowed to render, but such professional services shall be rendered only through individuals authorized by the laws of the State of Florida to render such professional services as individuals.

(b) To invest the funds of the corporation in real estate mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

(c) To have, in furtherance of the corporate purposes, all of the powers conferred upon corporations organized in the State of Florida, subject to any limitations thereof contained in these Articles of Incorporation, in Chapter 621 of the Florida Statutes, or any laws of the State of Florida.

ARTICLE IV.

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V.

Capital Stock

This corporation is authorized to issue 2500 shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI.

Initial Registered Office and Agent and Principal Office Address

The street address of the initial registered office of this corporation is 1515 Ringling Boulevard, Suite 1000, Sarasota, Florida 34236, and the name of its initial registered agent at such address is David S. Maglich, Esquire.

ARTICLE VII.

Directors

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, provided that the corporation shall always have at least one director. The name and street address of the initial director of this corporation is:

Name

Address

William Halstead

2922 Hyde Park Street, Sarasota, Florida 34239

ARTICLE VIII.

Subscriber

The name and street address of the incorporator signing these articles of incorporation are:

Name

Address

William Halstead

2922 Hyde Park Street, Sarasota, Florida 34239

ARTICLE IX.

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X.

Indemnification

The corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Removal of Directors

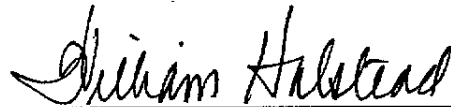
The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII.

Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on January 30, 2001.

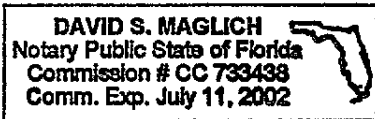


WILLIAM HALSTEAD

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on January 30, 2001, by William Halstead, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.



David S. Maglich
(Print or stamp name)
Notary Public
My Commission Expires:

FILED
01 FEB - 1 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

David S. Maglich
DAVID S. MAGLICH, ESQUIRE
Registered Agent