ĹÉTTĚR FILED 01 FEB -2 AM 9: 53 SLURETARY OF STATE TALLAHASSEE, FLORIDA Department of State 10000363166 **Division of Corporations** -012 P. O. Box 6327 \*\*\*\*87.50 #¥87.50 Tallahassee, FL 32314 EFFECTIVE DATE  $\odot$ FFFREY L / URNER SUBJECT: PROPOSED CORPORATE NAME -MUST INCLUDE SUFFIX) Enclosed is an original and one(1) copy of the articles of incorporation and a check for : □ \$70.00 \$78.75 \$87.50 **3** \$78.75 Filing Fee Filing Fee Filing Fee Filing Fee, & Certificate of Status & Certified Copy Certified Copy & Certificate of Status ADDITIONAL COPY REQUIRED Ī EFFREY L TURNER Name (Printed or typed) FROM: ONE South A STREET # 104 Address PENSACOLA, FL. 32501 850-470-0707 Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

PH 2/5/01/

#### **ARTICLES OF INCORPORATION**

#### OF

# FILED OI FEB - 2 AM 9: 53 SLORETARY OF STATE TALLAHASSEE, FLORIDA

## JEFFREY L. TURNER, P. A.

The undersigned subscribers to these Articles, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida, and under the following articles:

#### ARTICLE I. NAME

The name of this corporation shall be Jeffrey L. Turner, P. A.

## ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the corporation is One South A Street Suite 104, Pensacola, Florida 32501.

#### ARTICLE III. NATURE OF BUSINESS

This corporation is formed for the purpose of performing the services of a Certified Public Accountant. It shall engage in any activity or business permitted of a Certified Public Accountant under the laws of this United States or the State of Florida.

### ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

#### ARTICLE V. DIRECTORS

The business of the corporation shall be managed and its corporate powers exercised by a Board of one or more directors. The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders, but there shall never be less than one.

## ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial Registered Agent in the State of Florida is Jeffrey L. Turner, One South A Street, Suite 104, Pensacola, Florida 32501.

#### ARTICLE VII. INCORPORATOR

The name and address of the incorporator is Jeffrey L. Turner, One South A Street Suite 104, Pensacola, Florida 32501.

## ARTICLE VIII. RESTRICTION ON SALE OF STOCK

The corporation and, subject to the priority of the corporation, the remaining stockholders of the corporation shall have preference in the purchase of any shares of capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his or her personal representative, heirs, devises, legatees, pledges, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder, desires to sell his or her shares of stock, he or she shall file notice in writing of such intention with the secretary of the corporation stating the terms of such bona fide offer which he or she has received, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the secretary of the corporation shall mail written notice to all remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any of all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholder, or the person in privity with him or her, desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholders may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation nor the remaining stockholders, (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such bona fide offer.

## ARTICLE IX. INDEMNIFICATION

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

### ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE XI. EFFECTIVE DATE

The effective date of this corporation is January 29, 2001. IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the  $29^{th}$  day of January, 2001.

ALAR Turner

Director/ Incorporator

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Ξ÷. Turn urner

Resident Agent

FILED 01 FEB -2 AM 9: 53 SEORCIARY OF STATE TALLAHASSEE, FLORID