

PO1 0000 32310

LOUIS F. BALDONI  
DONNA C. BALDONI  
941-514-0979  
1782 MARSH RUN  
NAPLES, FL 34109

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAR 29 PM 3:31

FILED

300003930229--5  
-03/30/01--01001--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

F. 01-230521

MAR 29 2000

Examiner's Initials	
---------------------	--

FILED  
01 MAY 29 1  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DONNA BALDONI, P.A.

**ARTICLES OF INCORPORATION**  
**OF**  
**DONNA BALDONI, P.A.**

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file the Articles of Incorporation as follows:

**ARTICLE 1 - NAME**

The name of the corporation is **DONNA BALDONI, P.A.**, (hereinafter, "Corporation").

**ARTICLE 2 – PURPOSE OF CORPORATION**

The nature of the business and objects to be transacted and carried on by this corporation is to conduct business services and accounting/bookkeeping related activities and to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world. The corporation may engage in any activity or business permitted under the laws of the United States or of this State. No contract or other transaction between the corporation or any other corporation shall be effected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a stockholder(s) or officer(s) of such other corporations. No contract, act or transaction of this corporation with any person or persons, firms or corporations shall be effected or invalidated by the fact that any stockholder(s) of this corporation is a party to or are parties to or interested in such contract, act, transaction, or in any way connected with such person or persons. Each and every person who may become a stockholder of this corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any way interested.

**ARTICLE 3 – PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is:

1782 Marsh Run, Naples, FL 34109.

**ARTICLE 4 – INCORPORATOR**

The name and street address of the incorporator of this corporation is as follows:

Donna Baldoni  
1782 Marsh Run  
Naples, FL 34109

**ARTICLE 5 – OFFICERS**

The officers of the Corporation shall be:

President: Donna Baldoni  
Secretary: Donna Baldoni  
Treasurer: Donna Baldoni

**ARTICLE 6 – DIRECTOR(S)**

The business of the corporation shall be managed and conducted by a Board of Directors of not less than one (1) nor more than two (2) members, as from time to time are determined by the stockholders, or by the directors, in accordance with the By-Laws of the Corporation. The initial Director(s) of the Corporations shall be:

Donna Baldoni  
1782 Marsh Run  
Naples, FL 34109

**ARTICLE 7 – CORPORATE CAPITALIZATION**

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.
- 7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

- 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the by-laws of the Corporation.
- 7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.
- 7.7 The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued there under.

#### **ARTICLE 8 – SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of the Corporation, shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination of revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.
- 8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

**ARTICLE 9 – SHAREHOLDERS’ RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders’ Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders’ Restrictive Agreement, if any, is on file at the principal office the Corporation.

**ARTICLE 10 – POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE 11 – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE 12 – REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE 13 – REGISTERED AGENT**

The name and address of the registered agent of this Corporation shall be:

Laura Olszewski, P.A.  
2614 Ninth Street North, Suite 446  
Naples, FL 34103

**ARTICLE 14 – BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

### ARTICLE 15 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

### ARTICLE 16 – INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation may also purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have the power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

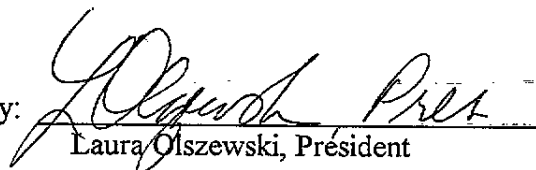
**ACCEPTANCE OF REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act, **DONNA BALDONI, P.A.**, desires to organize under the laws of the State of Florida with the principal place of business as indicated in the Articles of Incorporation located in Naples, Florida, Collier County, and has named Laura Olszewski, P.A. as its agent to accept service of process in this and designates said address as the Registered Office.

  
Donna Baldoni, Incorporator

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 the capacity and to comply with the provisions of said act.

Laura Olszewski, P.A.

By:   
Laura Olszewski, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAR 29 PM 3:31

FILED