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660 E. Jefferson St.		
Tallahassee, FL 32301 City/St/Zip	850-222-2785 Phone #	TO A TO STATE OF THE PARTY OF T
CORPORATION NAME	E(S) & DOCUMENT NUMBER(S), (if known):	ORICA
1- ZELEN & COMPAN	NY, INC.	
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X Walk-in	Pick-up time ASAP Certified Copy	
Mail-out	Will wait Photocopy Certificate of Status	
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CTHER EILINGS	REGISTRATION/QUALIFICATION Foreign	
Name Reservation	Limited Partnership Reinstatement	
	Trademark Other	

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Examiner's Initials

J. BRYAN APR 2 3 2005

## ARTICLES OF INCORPORATION OF ZELEN & COMPANY, INC.



#### ARTICLE I Name

The name of this Corporation is ZELEN & COMPANY, INC.

## ARTICLE II Principal Office

The principal office of this corporation shall be 4927 Joseph Creek Drive, Jacksonville, Florida 32258.

#### ARTICLE III <u>Duration</u>

This corporation shall have perpetual existence.

## ARTICLE IV Purposes and Powers

The nature and purposes of the business to be carried on by ZELEN & COMPANY, INC., are to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The corporation shall have all powers of a general corporation for profit under Chapter 607, Florida Statutes, or any amendment thereto.

### ARTICLE V Capital Stock

The maximum number of shares of capital stock which this corporation is authorized to issue or to have outstanding at any one time is 1,000,000 shares of common capital stock having a par value of One Dollar (\$1.00) per share.

#### ARTICLE VI Initial Registered Office and Agent

The street address of the initial registered office of this corporation is, 4927 Joseph Creek Drive, Jacksonville, Florida 32258, and the name of the initial registered agent of this corporation at this address is JANET E. ZELEN.

## ARTICLE VII Exercise of Corporate Power

All corporate powers, including setting officers' salaries, shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by the Board of Directors as provided in the By-Laws. The initial Board of Directors shall consist of one (1) Director and the initial Director will be:

JANET E. ZELEN

4927 Joseph Creek Drive Jacksonville, FL 32258

#### ARTICLE VIII Incorporator

The name and address of the individual signing these Articles are:

JANET E. ZELEN

4927 Joseph Creek Drive Jacksonville, FL 32258

#### ARTICLE IX By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

## ARTICLE X Indemnification

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

#### ARTICLE XI Amendment

These Articles of Incorporation may be amended in the manner provided by law, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE XII Restriction on Transfer of Shares

No shareholder shall transfer or encumber his or her shares during his or her lifetime to any person not a shareholder in the corporation unless the transferring shareholder first obtains in writing the unanimous consent of the remaining shareholders.

## ARTICLE XIII Effective Date

These Articles of Incorporation shall become effective on the date they are accepted and filed by the Secretary of State.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19<sup>th</sup> day of April, 2001

Incorporato



#### DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

April 19, 2001

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

ZELEN & COMPANY INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Jacksonville, County of Duval, State of Florida, has named JANET E. ZELEN, located at 4927 Joseph Creek Drive, County of Duval, State of Florida 32258, as its Agent to accept service of process within this State.

#### **ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at the place designated above, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes.