

# PO1000050723

LAW OFFICES

RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.

RICHARDS BUILDING

1253 PARK STREET

CLEARWATER, FLORIDA 33756

RALPH RICHARDS (1893-1980)

JOHN D. FITE (1933-2000)

JOHN E. SLAUGHTER, JR.

EMIL G. PRATESI

R. CARLTON WARD

CYNTHIA I. RICE

THEO J. KARAPHILLIS

TEL: (727) 443-3281

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May 10, 2001

OF COUNSEL  
WILLIAM W. GILKEY  
WILLIAM M. MACKENZIE  
PATRICK W. RINARD  
FILED  
MAY 14 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-05/15/01--01008--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Millikin & Whitten, P.A.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for Millikin & Whitten, P.A. and the original Designation of Registered Agent.

Would you please see that they are filed appropriately and that a certified copy of Articles of Incorporation is made and returned to the undersigned.

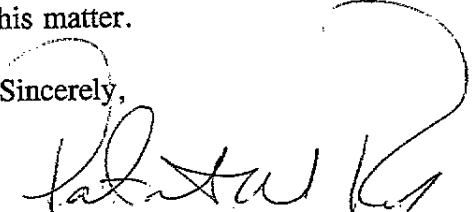
Next you will find enclosed our check in the amount of \$78.75 to cover the following:

1.	Filing Fee for Articles of Incorporation	\$35.00
2.	Certified Copy Fee	8.75
3.	Filing Certificate for Designation of Registered Agent	35.00
	TOTAL	\$ 78.75

If the above and foregoing are in proper order, please process this at your earliest convenience.

Thank you for your cooperation in this matter.

Sincerely,

  
PATRICK W. RINARD

PWR:jm  
Enclosures

CB 527

FILED

01 MAY 14 PM 1:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

MILLIKIN & WHITTEN, P.A.

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation, and forms a professional service corporation (the "Corporation") under the Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act (the "Acts"), as follows:

ARTICLE I

Name

The name of the Corporation is MILLIKIN & WHITTEN, P.A.

ARTICLE II

Term of Existence

The date when corporate existence will commence is upon the filing of these Articles of Incorporation, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

ARTICLE III

Principal Office

The principal office of the Corporation is 1000 S. Belcher Road, Unit B-14, Largo, FL 33771.

ARTICLE IV

Nature of Business and Purposes

The Corporation is organized for the following purposes:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public as certified public accountants, duly licensed under the laws of the State of Florida, are authorized to render, but such professional services shall be rendered only through officers, employees and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice and render such accounting services.

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

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation, or any amendment thereto, necessary or incidental to the protection and benefit of the 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 objectives of the Corporation.

D. The Corporation may conduct and transact any business lawfully authorized and not prohibited by the Act as the same may be from time to time amended.

#### ARTICLE V Capital Stock

A. The Corporation is authorized to issue 1,000 shares of Ten Cents (\$.10) par value capital stock, which will be designated Common Stock.

B. All or any portion of the Common Stock may be issued in payment for real or personal property, past 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 Common Stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the Board of Directors shall be the sole judge of the value of any property, right or thing acquired in exchange for Common Stock and its judgment of such additional value will 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 qualifications of voting powers, of such additional stock, in an amendment to its articles of Incorporation.

#### ARTICLE VI Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1000 S. Belcher Road, Unit B-14, Largo, FL 33771, and the name of its initial registered agent at such address is JEAN E. MILLIKIN-NELIS.

ARTICLE VII  
Directors

The Corporation will have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 but no more than 5 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successors are duly elected and qualified, are:

Jean E. Millikin-Nelis  
13150 - 87th Place N.  
Seminole, FL 33776

Lora L. Whitten  
13150 - 87th Place N.  
Seminole, FL 33776

ARTICLE VIII  
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

Jean E. Millikin-Nelis  
13150 - 87th Place N.  
Seminole, FL 33776

ARTICLE IX  
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

ARTICLE X  
Stockholders

A. The Corporation's Common Stock shall be issued only to individuals who are duly licensed to render services as a certified public accountant under the laws of the State of Florida. No shareholder of the Corporation shall sell or transfer his or her shares of Common Stock except to another individual who is eligible to be a shareholder of the Corporation because such person is duly licensed as a certified public accountant under the laws of the State of Florida.

B. If any shareholder of the Corporation becomes legally disqualified within Florida to render professional accounting services or accepts employment which, pursuant to existing law, places restrictions or limitations upon such shareholder's continued rendering of such professional accounting services, such shareholder shall sever all employment with and financial interest in the Corporation.

C. No shareholder of the 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 his shares of the Corporation's Common Stock.

ARTICLE XI  
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XII  
Amendment

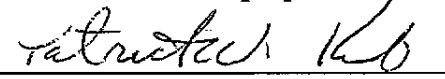
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation of the 10<sup>th</sup> day of MAY, 2001.

  
JEAN E. MILLIKIN-NELIS  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

Sworn to and subscribed before me this 10<sup>th</sup> day of MAY, 2001, by JEAN E. MILLIKIN-NELIS, the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed same for the purposes therein expressed.

  
Notary Public  
Commission Expires:  
Commission Number:



Patrick W. Rinard  
My Commission CC640216  
Expires April 20, 2001

Personally Known ☒ OR Produced Identification \_\_\_\_\_  
Type of Identification: \_\_\_\_\_

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**  
01 MAY 14 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is MILLIKIN & WHITTEN, P.A.
2. The name and address of the registered agent and office is:

Jean E. Millikin-Nelis  
1000 S. Belcher Road  
Unit B-14  
Largo, FL 33771

Dated this 10<sup>th</sup> day of MAY, 2001.

MILLIKIN & WHITTEN, P.A.

BY: Jean E. Millikin-Nelis  
JEAN E. MILLIKIN-NELIS

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 10<sup>th</sup> day of MAY, 2001.

Jean E. Millikin-Nelis  
JEAN E. MILLIKIN-NELIS  
Registered Agent