

**P01000095972**

**TRANSMITTAL LETTER**

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-09/28/01--01010--018  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Subject: **MARIA KEEBLER, P.A.**

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$87.50, for the Filing fee and a certified copy of the Certificate of Status.

From: **BARRY E. NEWMAN, ESQ.**  
1526 University Boulevard W. #454  
Jacksonville, FL 32217

Daytime: 904-354-8310

RB 10-2-01

**ARTICLES OF INCORPORATION OF:**

**MARIA KEEBLER, P.A.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of the corporation shall be: **MARIA KEEBLER, P.A.** The initial principal office and mailing address of this corporation is 233 East Bay Street, Blackstone Building Suite # 620, Jacksonville, Florida 32202.

**ARTICLE II - NATURE OF BUSINESS**

This professional association may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation as a PROFESSIONAL ASSOCIATION. The general purpose of the corporation is to provide legal services.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share, all of which shall be common stock in the same class. The stockholders shall have no preemptive rights with respect to the capital stock of securities of the corporation.

#### **ARTICLE IV - TERM OF EXISTENCE**

The corporation shall exist perpetually.

#### **ARTICLE V - INITIAL REGISTERED AGENT**

The initial street address of the initial registered office of this corporation in Florida shall be 233 East Bay Street, Blackstone Building Suite # 620, Jacksonville, Florida 32202, and the name of the initial Registered Agent for the corporation at that address is: MARIA KEEBLER.

#### **ARTICLE VI - PRE-EMPTIVE RIGHTS**

Each Shareholder of the common stock of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- (A) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration, or
- (B) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant

or warrants or other instruments conferring on the holder the right to subscribe or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

#### **ARTICLE VII - LIMITATION OF LIABILITY**

The Directors and Officers of this Corporation shall be indemnified to the fullest extent permitted by Florida law. Each director, stockholder and officer, in consideration for her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against her by reason of her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law.

#### **ARTICLE VIII - MISCELLANEOUS**

In furtherance and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

- (1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.
- (2) Subject always to such By-Laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter and amend the By-Laws of the corporation, but any By-Law adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders.
- (3) The corporation shall have such officers as from time to time may be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

#### **ARTICLE IX - DIRECTORS**

This corporation shall have a minimum of ONE director. The initial Board of Directors shall consist of: MARIA KEEBLER, as President and Secretary.

## ARTICLE X - AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

## ARTICLE XI - INCORPORATOR

The name and address of the incorporator is **MARIA KEEBLER**, 233 East Bay Street, Blackstone Building Suite # 620, Jacksonville, Florida 32202.

IN WITNESS THEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed her seal has executed these Articles of Incorporation this 20<sup>th</sup> day of September, 2001.

Incorporator:

 (seal)  
**MARIA KEEBLER, ESQ.**

STATE OF FLORIDA     }  
COUNTY OF DUVAL    }

The foregoing instrument was acknowledged by me this 20<sup>th</sup> day of September, 2001, by MARIA KEEBLER, who is ☒ personally known by me or ☐ who presented as identification, Florida Driver's License Number: \_\_\_\_\_ and who did not take an oath.



  
**Notary Public State of Florida**  
My commission expires:

## **CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is MARIA KEEBLER, P.A.
2. The name and address of the initial registered agent and office is:  
Maria Keebler  
233 East Bay Street  
Blackstone Building Suite # 620  
Jacksonville, Florida 32202

### **ACCEPTANCE:**

Having been named as registered agent and 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 26<sup>th</sup> day of September, 2001.

**Registered Agent:**



Maria Keebler

State of Florida     )  
County of Duval    )

The foregoing instrument was acknowledged by me this 26<sup>th</sup> day of September, 2001, by MARIA KEEBLER, who is ☒ personally known by me or ☐ who presented as identification, Florida Driver's License Number: \_\_\_\_\_ and who did not take an oath.



  
Notary Public State of Florida  
My commission expires: \_\_\_\_\_

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