

TRANSMITTAL LETTER
P01000097326

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

FILED
01 OCT -3 PM 1:23
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

800004621529--0
-10/03/01--01039--019
*****87.50 *****87.50

SUBJECT: John H. Reynolds, P.A.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Martin + Pickett, P.A.
Name (Printed or typed)

120 S. Olive Ave., Suite 207
Address

West Palm Beach, FL 33401
City, State & Zip

561-366-9523
Daytime Telephone number

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

ARTICLES OF INCORPORATION OF

John H. Reynolds, P.A.

01 OCT -3 PM 1:24
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation ("the Corporation" or "this Corporation") shall be John H. Reynolds, P.A.

ARTICLE II. COMMENCEMENT AND DURATION

The commencement of the Corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State of the State of Florida. The Corporation's existence shall be perpetual.

ARTICLE III. PROFESSIONAL SERVICE CORPORATION

A. License

The Corporation is specially formed for rendering the same professional service to the public that any duly licensed attorney, under the laws of the State of Florida, is authorized to render.

B. Powers

The powers of the Corporation are to:

1. Have all of the powers stated in the applicable provisions of the Florida Statutes pertaining to attorneys applicable to the Corporation, except to the extent that any of the provisions of the Professional Service Corporation Act are interpreted to be in conflict with the provisions of said provisions, in which event, the provisions and sections of the Professional Service Corporation Act shall take precedence.

2. Request changes in the Certificate of Incorporation at any time pursuant to law.
3. Change the street address in Florida of the principal office of the Corporation and to establish from time to time, other locations for corporate operations pursuant to the Bylaws, without the necessity of amending the Certificate of Incorporation.
4. Invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other types of investment, and to own real and personal property necessary for the rendering of its professional services.
5. Purchase and acquire, in accordance with law and the Bylaws, any or all of its shares, owned and held by any person or entity who desires to sell, transfer, or otherwise dispose of the said shares.

C. Conflict of Interest

Provided due notice is given to the Corporation:

1. No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director or officer of this Corporation is interested in, or is a director or officer of, such other corporation.
2. Any director of this Corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested.
3. No contract, or other transaction of this Corporation with any person, firm, or corporation, shall be affected by the fact that any director or officer of this Corporation is in any way connected with such person, firm, or corporation.

ARTICLE IV. PURPOSE

This Corporation is being organized for the purpose of the practice of law and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE V. CAPITAL STOCK

Every shareholder, upon the sale for cash by this Corporation of any shares of new capital stock of the same kind, class or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, otherwise dispose of any shares of the capital stock of this Corporation, without first offering such shares for sale to this Corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this Corporation at its registered office address, and open for acceptance by this Corporation for a period of no less than twenty days to make satisfactory arrangements for the purchase of such shares if the Corporation elects to purchase such shares. If the Corporation elects to forego the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this Corporation shall have the right to purchase any shares of the capital stock of this Corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by the Corporation shall bear the following legend:

THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES OF INCORPORATION, A COPY OF WHICH IS ON FILE AT THIS CORPORATION'S PRINCIPAL OFFICE.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on the Corporation's initial Board of Directors shall be one. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one.

The name and address of the person who shall serve on the initial Board of Directors is: John H. Reynolds, 1803 South Australian Avenue, Suite G, West Palm Beach, Florida 33409.

ARTICLE VIII. ELECTION OR APPOINTMENT OF DIRECTORS

Directors of the Corporation shall be appointed by John H. Reynolds, shall serve at his sole discretion, and may be removed by him at any time and with, or without cause.

ARTICLE IX. INDEMNIFICATION

The Corporation may indemnify any officer, director, employee, or agent, present or past, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE

The street address of this Corporation's principal office is 1803 South Australian Avenue, Suite G, West Palm Beach, Florida 33409.

ARTICLE XI.

INITIAL REGISTERED OFFICE & INITIAL REGISTERED AGENT

The street address of the Corporation's initial registered office is 1803 South Australian Avenue, Suite G, West Palm Beach, Florida 33409. The initial registered agent for the Corporation at that address is John H. Reynolds.


ARTICLE XII. INCORPORATOR

The name and address of the person signing these articles of incorporation is: John H. Reynolds, 1803 South Australian Avenue, Suite G, West Palm Beach, Florida 33409.

ARTICLE XIII. AMENDMENT

The Corporation reserves the right to amend the provisions of these articles of incorporation, or any amendments thereto. Any rights conferred upon the shareholders shall be subject to this reservation.

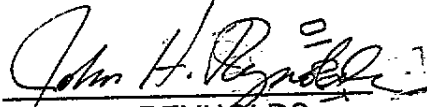
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 28th day of September, 2001.


JOHN H. REYNOLDS

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for John H. Reynolds, P.A. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statutes, section 617.0501.

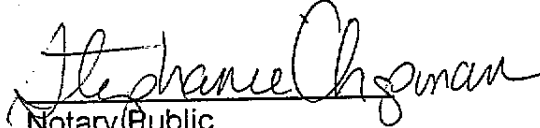
Date: 28 Sept., 2001.


JOHN H. REYNOLDS

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 29 day of Sept., 2001, before me personally appeared John H. Reynolds, designated as the person who shall serve as this corporation's initial registered agent and incorporator, and who signed before me and acknowledged signing these Articles of Incorporation of John H. Reynolds, P.A.

SEAL:


Notary Public
Stephanie Chapman
MY COMMISSION # CC838536 EXPIRES
June 19, 2003
BONDED BY THE STATE OF FLORIDA