

TRANSMITTAL LETTER

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APPROVED  
AND  
FILED

61 DEC 21 AM 11:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SUBJECT: William B Nickell  
(Proposed corporate name - must include suffix)  
A Professional Corporation

100004735721--4  
-12/21/01--01024--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is 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

EFFECTIVE DATE:  
01-01-02

FROM: William B Nickell  
Name (Printed or typed)

4380 Cool Emerald Dr  
Address

Tallahassee Florida  
City, State & Zip 32303

850-562-8995  
Daytime Telephone number

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

*Handwritten signature/initials*

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**ARTICLES OF INCORPORATION OF**  
**William B. Nickell, a Professional Association.**

The undersigned subscriber to these articles of incorporation, being duly licensed to practice law under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

**EFFECTIVE DATE**

01-01-02

**ARTICLE I. NAME**

The name of the professional service corporation is William B. Nickell, a Professional Association.

**ARTICLE II. PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 4380 Cool Emerald Drive, Tallahassee, Florida 32303.

**ARTICLE III. PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services and the retirement and insurance of its employees, managers and shareholders.

**ARTICLE IV. TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State. These Articles shall be effective on January 1, 2002.

**ARTICLE V. CAPITAL STOCK**

The capital stock of the professional service corporation shall be shares of common stock without par value. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

The number of shares is one.

**ARTICLE VI. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service Corporation is 4380 Cool Emerald Drive, Tallahassee, Florida. The name of the initial registered agent at that address is William B. Nickell, 4380 Cool Emerald Drive, Tallahassee, Florida, 32303.

**ARTICLE VII. MANAGEMENT & DIRECTORS**

The business of the Corporation shall be managed by William B. Nickell. The initial board of directors shall consist of one director. The name and address of the member of the board of directors is William B. Nickell, 4380 Cool Emerald Drive, Tallahassee, Florida, 32303. No other person or agent is authorized to bind or obligate this Corporation.

#### ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is William B. Nickell, 4380 Cool Emerald Drive, Tallahassee, Florida, 32303.

#### ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shares and interests of this Corporation may not be sold transferred or alienated in any manner. Shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service Corporation by any of its shareholders.

No shareholder of the professional service Corporation may sell or transfer stock in the corporation, except by unanimous approval of all other shareholders, to another individual who is eligible to be a shareholder of the professional service corporation. A sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

If any shareholder becomes legally disqualified to practice law in the State of Florida, is elected to a public office, or accepts employment that places substantial restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock may immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted or vote taken by the shareholders or controlling interest.

#### ARTICLE XI. LIABILITIES

No director of the Corporation shall be personally liable for any damages, including breach of the duty of care or any other duty as a director, officer or manager except as specifically allowed by Florida Statutes. If at any time the statutes are amended to authorize the further elimination or limitation of the liability of a director, officer or manager then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the applicable Florida Statutes, as amended, without further action by the shareholders, directors, managers or officers.

#### ARTICLE XI. AMENDMENTS

The Corporation, officers and directors reserve the right to amend these articles pursuant to applicable law.

These articles are hereby adopted by the undersigned subscriber as memorialized herein;



William B. Nickell  
Attorney at Law.

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

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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

William B Nickell P.A.

2. The name and address of the registered agent and office is:

William B Nickell

(NAME)

4380 Carl Emerald Drive

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee Fla 32303

(CITY/STATE/ZIP)

*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.*

William B Nickell

(SIGNATURE)

Dec 21, 2001

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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TALLAHASSEE  
FLORIDA

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