

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Carl Dinger PA

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- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
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- Cert. Copy
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- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval

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2002 MAR 18 PM 2:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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02 MAR 18 PM 1:38
DIVISION OF CORPORATION

Signature

Requested by *AW* Date *3/18* Time _____
Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
CARL DINGER, P.A.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

CARL DINGER, P.A.

ARTICLE II

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage solely and specifically in the business of carrying on the general practice of law;
- (b) in general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

Capital Stock

- (a) The aggregate number of shares of capital stock authorized to be issued by this

corporation shall be 1000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable. Each stockholder must be duly licensed or otherwise legally authorized to practice law within the State of Florida.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) The shareholders of the corporation shall not have preemptive rights to acquire unissued shares of the stock of the corporation.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Principal Place of Business

The street address of the initial principal office, and the mailing address of the corporation, shall be 13701 North McIntosh Road, Thonotosassa, Florida 33592-2533.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 13701 North McIntosh Road, Thonotosassa, Florida 33592-2533, and the initial registered agent of this corporation at such office shall be Carl Dinger. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders but, each director must be duly licensed or otherwise legally authorized to practice law within the State of Florida. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) member, such member to hold office until his successor or successors have been duly elected and qualify. The name and street address of the initial director are:

| <u>Name</u> | <u>Address</u> |
|-------------|--|
| Carl Dinger | 13701 North McIncosh Road Thonotosassa, Florida 33592 |

ARTICLE VIII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

| <u>Name</u> | <u>Address</u> |
|-------------|--|
| Carl Dinger | 13701 North McIntosh Road Thonotosassa, Florida 33592 |

ARTICLE IX

By-Laws

(a) The power to adopt the by-laws of this corporation to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

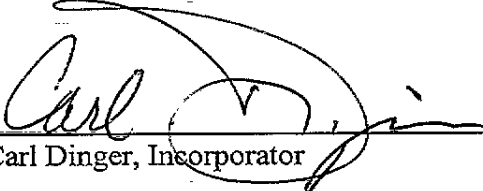
(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



Carl Dinger, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th day of March, 2002, by Carl Dinger, who is personally known to me or who has produced FLDL as identification and who did (did not) take an oath, and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

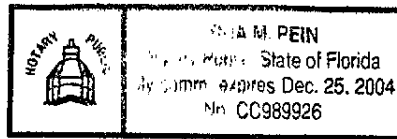
WITNESS my hand and official seal the date aforesaid.

Tina M. Pein

NOTARY PUBLIC

Name: Tina M. Pein

My Commission Expires: Dec 25, 04



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of § 607.0501, Florida Statutes, the mentioned 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 Carl Dinger, P.A.
2. The name and street address of the registered agent and office is:

Carl Dinger
13701 North McIntosh Road
Thonotosassa, Florida 33592-2533

I HAVE 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.



Carl Dinger

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