

TRANSMITTAL LETTER  
**P020000106325**

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

SUBJECT: Sarah P. Vickers, Prof. Assoc.  
(Proposed corporate name - must include suffix)

FILED STATE  
SECRETARY OF CORPORATIONS  
02 OCT -2 PM 3:45

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

FROM: Sarah P. Vickers  
Name (Printed or typed)

7000008165317--5  
-10/03/02--01005--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Address

City, State & Zip

Daytime Telephone number

RECEIVED

02 OCT -2 PM 3:37

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

10-7-02  
acc

ARTICLES OF INCORPORATION  
OF  
SARAH P. VICKERS, PROFESSIONAL ASSOCIATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 OCT -2 PM 3:45

THE UNDERSIGNED, Subscriber to these Articles of Incorporation, a natural person over the age of eighteen years, competent to contract, and an Attorney at Law duly authorized to render services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is SARAH P. VICKERS, PROFESSIONAL ASSOCIATION.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by the corporation is:

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that an Attorney at Law, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice law therein.

2. To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional legal services.

3. To do everything necessary and proper for the accomplishment of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, 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 suit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both the objects and purposes of the corporation; and it is hereby expressly provided that foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

### ARTICLE III

#### CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of Common Stock, having a par value of \$ 1.00 per share. None of the shares of the corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

#### ARTICLE IV

##### INITIAL CAPITAL

The amount of capital with which the corporation will begin business is not less than Five Hundred Dollars (\$500).

#### ARTICLE V

##### TERM OF EXISTENCE

The corporation is to exist perpetually.

#### ARTICLE VI

##### ADDRESS

The initial principal office of the corporation in the State of Florida is 424 East Call Street, Tallahassee, Florida 32301. The Board of Directors may from time to time move the principal office to any address in the State of Florida.

#### ARTICLE VII

##### DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall not be less than one (1); and subject to such minimum may be increased from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed the number shall be one (1).

ARTICLE VIII  
INITIAL DIRECTOR

The name and address of the member of the first Board of Directors is Sarah P. Vickers, 111 Rose Place, Neptune Beach, Florida 32266.

ARTICLE IX  
SUBSCRIBER

The name and street address of each person signing the Articles of Incorporation as a Subscriber, who is an Attorney duly authorized and licensed under the laws of the State of Florida to render legal services as such, the number of shares of stock she agrees to take, and the value of the consideration therefor are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Sarah P. Vickers	111 Rose Place Neptune Beach, Florida 32266	500	\$ 500

ARTICLE X  
VOTING TRUST

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 her shares.

## ARTICLE XI

### CUMULATIVE VOTING FOR DIRECTORS

At all election of Directors of the corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) she will be entitled to cast for the election of Directors with respect to her shares of stock multiplied by the number of Directors to be elected, and she may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two (2) or more of them, as she may see fit.

## ARTICLE XII

### CONTRACTS

No contract or other transactions between the corporation and any other corporation shall be affected by the fact that any Director of the corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party, or may be interested in, in a contract or transaction of the corporation or in which the corporation is interested; and no contract or other transaction of the corporation with any person, firm, or corporation shall be affected by the fact that any Director of the corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of herself or any firm, association, or corporation in which she might be in any way interested.

## ARTICLE XIII

### RESTRAINT ON ALIENATION OF SHARES

The shareholders of the corporation shall have the power to include in the Bylaws, adopted by two-thirds (2/3) majority of the stockholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the corporation by any of its shareholders, or in the event of the death of any of its shareholders. The matter in form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provision shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the corporation may sell or transfer her shares therein except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholder's meeting specially called for that purpose.

If any shareholder shall become legally disqualified to practice law in the State of Florida, or be elected to a public office, or accept employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholders shares of stock shall immediately become subject to purchase by the corporation in accordance with the Bylaws adopted by the shareholder.

## ARTICLE XIV

### ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein above stated, the corporation shall have all the following powers:

1. To enter into or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of rendering professional legal services.

2. To deny to the holders of the common shares of the corporation any preemptive right to purchase or subscribe to any new issues of type shares of the corporation, and no shareholder shall have any preemptive right to subscribe to such shares.

3. At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the Bylaws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.

4. At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.

5. To enter into, for the benefit of its employees, one or more of the following:

- A. a pension-plan
- B. a profit-sharing plan
- C. a stock bonus plan



- D. a thrift and savings plan
- E. a restricted stock option plan
- F. other retirement or incentive compensation plans

## ARTICLE XV

### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention at a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this restriction.

IN WITNESS WHEREOF, the Subscriber has executed these Articles of Incorporation on this 26<sup>th</sup> day of September, 2002.

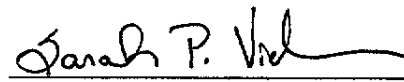
  
SARAH P. VICKERS

CERTIFICATE DESIGNATING PLACE OF BUSINESS AND  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT FOR WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act; first that SARAH P. VICKERS, PROFESSIONAL ASSOCIATION, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 424 East Call Street, in the City of Tallahassee, County of Leon, State of Florida, has named SARAH P. VICKERS of 111 Rose Place, Neptune Beach, Florida 32266 as its agent to accept services of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.




SARAH P. VICKERS  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 OCT -2 PM 3:46

STATE OF FLORIDA

COUNTY OF ~~DUVAL~~ Broward <sup>817</sup>

BEFORE ME, the undersigned authority, this day personally appeared SARAH P. VICKERS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large  
My comm. Expires \_\_\_\_\_

