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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : MCCAFFREY & RAIMI, P.A.  
Account Number : I20000000059  
Phone : (941) 514-2800  
Fax Number : (941) 514-2777

03 JAN 30 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## FLORIDA PROFIT CORPORATION OR P.A.

McCaffrey &amp; Kutt, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

MCCAFFREY & KUTT, P.A.

A FLORIDA PROFESSIONAL SERVICE CORPORATION

03 JAN 30 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of this corporation shall be McCaffrey & Kutt, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of the corporation are 5811 Pelican Bay Boulevard, Suite 206-A, Naples, Florida 34108.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation with the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

This corporation is formed to engage in every phase and aspect of the practice of law and 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. This corporation may also engage in the transaction of any and all other business activities permitted under the laws of Florida and the United States of America.

ARTICLE V. POWERS

The powers of the corporation are to:

Have all of the powers stated in the Florida Statutes applicable to corporations, except to the extent that any

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of the provisions of the Professional Service Corporation Act are or are interpreted to be in conflict with said provisions, in which event, the provisions and sections of the said Professional Service Corporation Act shall take precedence.

Request changes in the Articles Of Incorporation at any time pursuant to law and the By-Laws.

Change the principal office of the corporation, provided however, that any new principal office shall be located in the State of Florida, and establish, from time to time, other locations, within or outside the State of Florida for corporate operations pursuant to the By-Laws, and without the necessity of amending the Certificate Of Incorporation.

Invest the funds of this 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.

Purchase and acquire, in accordance with law and the By-Laws, 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.

#### ARTICLE VI. CONFLICT OF INTEREST

Provided due notice is given to this corporation and the Board or Directors approves:

No contract or other transaction between this 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.

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.

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.

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ARTICLE VII. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares of common stock, par value One Dollar (\$1.00) per share.

ARTICLE VIII. TRANSFER RESTRICTIONS

None of the shares of the corporation may be issued to anyone other than an individual duly licensed to practice law either in Florida or in such other state as the corporation maintains an office.

The By-Laws of this corporation may impose regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of the death of any of its shareholders, including restrictions on the manner, form, terms, and conditions of such transfer; provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation And By-Laws, Copies Of Which Are On File At This Corporation's Principal Office."

No shareholder of the corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the corporation, and the sale or transfer may be made only after it has been approved in the manner provided in the By-Laws for the sale of newly issued shares of the corporation.

If any shareholder becomes legally disqualified to practice law in the State of Florida or any other state, is elected to a public office, or accepts employment that places restrictions or limitations on the ability of the shareholder to, or which makes it inconsistent for the shareholder to, continuously render professional legal services on behalf of this corporation, that shareholder's shares of stock in the corporation shall immediately become subject to purchase by the corporation in accordance with the terms set forth in the By-Laws.

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ARTICLE IX. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's By-Laws, but shall never be less than one.

The name and address of the individual who shall serve as the sole member of the Initial Board of Directors is:

Judith E. McCaffrey  
5811 Pelican Bay Boulevard, Suite 206-A  
Naples, Florida 34108

In addition to any powers conferred herein or in the By-Laws, the Board of Directors may, subject to any express limitations contained in these Articles of Incorporation or in the By-Laws, exercise the full extent of powers conferred by the laws of the State of Florida upon corporations or directors thereof and the enumeration and definition of particular powers herein or in the By-Laws shall in no way be deemed to restrict or otherwise limit those lawfully conferred powers. In furtherance and without limitation of the foregoing, the Board of Directors shall have power to make, alter, amend or repeal from time to time the By-Laws of the Corporation.

ARTICLE X. INDEMNIFICATION

This corporation may indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law, but shall not indemnify such person for losses caused by such person's gross negligence or for any conduct determined by a court of competent jurisdiction to have constituted criminal activity.

ARTICLE XI. REGISTERED OFFICE & AGENT

The address of the initial registered office of this corporation is: 5811 Pelican Bay Boulevard, Suite 206-A, Naples, Florida 34108.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Judith E. McCaffrey.

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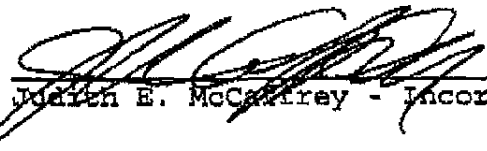
ARTICLE XII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Judith E. McCaffrey, 5811 NE 11th Avenue, Suite 206-A, Naples, Florida 34108.

ARTICLE XIII. AMENDMENT

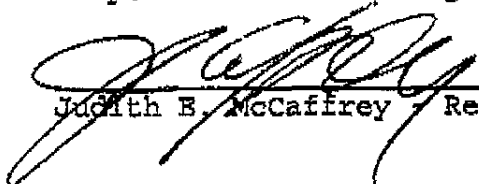
This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation the date indicated opposite her name.

  
Judith E. McCaffrey - Incorporator

January 30, 2003

I hereby accept my designation as resident agent and agree to serve as the resident agent of McCaffrey & Kutt, P.A. I hereby state that I am familiar with and accept the duties and responsibilities of registered agent for McCaffrey & Kutt, P.A.

  
Judith E. McCaffrey - Registered Agent

January 30, 2003

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