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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W03-3887

**TANNER & ALEXIS, P.A.**  
**ATTORNEYS AT LAW**

444 Seabreeze Blvd. Suite 760  
Daytona Beach, Florida 32118

Telephone (386) 248-2400  
Facsimile (386) 248-3938

January 27, 2003

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation for TANNER & ALEXIS, P.A.

Dear Sir or Madam:

Please find herewith the original articles for the above named corporation for filing.

I have also enclosed our check made payable to the Florida Department of State in the total amount of \$78.75 covering the following fees in accordance with our state schedules:

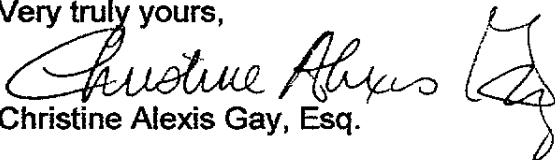
Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 8.75
	=====

TOTAL \$ 78.75

Please send to our office address listed above the certified copy of the articles. Should you have any questions or concerns, you may telephone or write the undersigned.

Thank you for time and consideration to this matter.

Very truly yours,

  
Christine Alexis Gay, Esq.

Enclosures



FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

February 10, 2003

CHRISTINE ALEXIS GAY ESQ  
444 SEABREEZE BLVD SUITE 760  
DAYTONA BEACH, FL 32118

SUBJECT: TANNER & ALEXIS, P.A.  
Ref. Number: W03000003887

We have received your document for TANNER & ALEXIS, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section

Letter Number: 003A00008854

## **ARTICLES OF INCORPORATION**

**OF**

**TANNER & ALEXIS, P.A.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being natural persons, whom are duly licensed to practice law, in the State of Florida, desiring to form a professional corporation in accordance with the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act, adopt the following Articles of Incorporation:

### **ARTICLE I: NAME**

The name of the professional Corporation is TANNER & ALEXIS, P.A.

### **ARTICLE II: PURPOSE**

The purpose for which the Corporation is organized is to engage in and carry on all branches of the practice of law within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

- (a) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the professional business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.
- (b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

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(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds, or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(g) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

(h) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

(i) To do everything necessary, proper, advisable, or convenient to accomplish the purposes,

attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the Professional Service Corporation and Limited Liability Company Act as presently enacted and as may be amended or superseded by any other statute.

### **ARTICLE III: ELECTION UNDER PROFESSIONAL CORPORATION ACT**

The Corporation elects to be governed by the provisions of the Florida Professional Service Corporation and Limited Liability Company Act.

### **ARTICLE III: DURATION**

The term of existence of the Corporation is perpetual.

### **ARTICLE IV: REGISTERED OFFICE**

The street address of the Corporation's initial registered office this State is 444 Seabreeze Blvd. Suite 760 Daytona Beach, Florida 32118. The initial registered agent for the Corporation at that address is Christine Alexis Gay. The mailing address of the initial principal office of the Corporation is 444 Seabreeze Blvd. Suite 760 Daytona Beach, Florida 32118.

### **ARTICLE V: PROFESSIONAL SERVICES**

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice law within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by the Corporation, acting through its duly elected officer, and no officer, employee, or agent shall enter in any contract, written or verbal, for professional services with any client. This provision shall not be applicable to the extent it conflicts with the law or the

professional rules of conduct

#### **ARTICLE VI: SHARES**

The maximum number of shares this Corporation is authorized to issue is Ten Thousand (10,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

#### **ARTICLE VII: INITIAL BOARD OF DIRECTORS**

The initial board of directors shall consist of two members. The names and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
James R. Tanner	444 Seabreeze Blvd. Suite 760 Daytona Beach, Florida 32118
Christine Alexis Gay	444 Seabreeze Blvd. Suite 760 Daytona Beach, Florida 32118

#### **ARTICLE VIII: INCORPORATORS ADDRESSES**

The names and street addresses of the persons signing these articles of incorporation are:

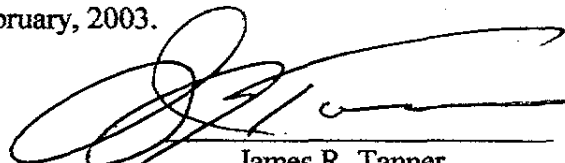
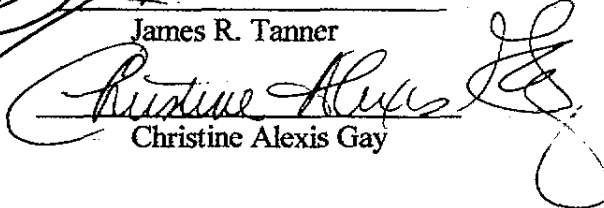
<u>Name</u>	<u>Address</u>
James R. Tanner	444 Seabreeze Blvd. Suite 760 Daytona Beach, Florida 32118
Christine Alexis Gay	444 Seabreeze Blvd. Suite 760 Daytona Beach, Florida 32118

#### **ARTICLE IX**

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent

permitted by law.

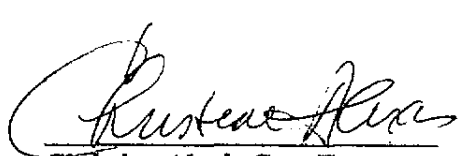
**IN WITNESS WHEREOF**, the undersigned incorporators has executed these articles of incorporation this 22<sup>nd</sup> day of February, 2003.

  
James R. Tanner  
  
Christine Alexis Gay

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for TANNER & ALEXIS, P.A., the above-named professional service corporation at the place designated in the above described articles, 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.

Dated this 22<sup>nd</sup> day of February, 2003.

  
Christine Alexis Gay, Esq.  
Tanner & Alexis, P.A.  
444 Seabreeze Blvd. Suite 760  
Daytona Beach, Florida 32118  
Telephone (386) 248-2400

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