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FLORIDA PROFIT CORPORATION OR P.A.

John G. Gleacher, P.A.

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$78.75

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3-25-03  
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**ARTICLES OF INCORPORATION**  
**OF**  
**JOHN G. GLEACHER, P.A.**

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FILED  
03 MAR 24 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under Chapters 607 of the Florida Business Corporation Act and 621 of the Professional Service Corporation and Limited Liability Company Act of the laws of the State of Florida.

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE OF CORPORATION**

The name of this Corporation shall be John G. Gleacher, P.A. The initial mailing address of the Corporation shall be 301 Clematis Street, Suite 3000, West Palm Beach, FL 33401.

**ARTICLE II**

**PURPOSE**

The purpose for which the Corporation is organized shall be 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 and operate, and to sell, mortgage pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation shall 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.

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.

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D. To form and become a participant in any partnership, limited partnership, or joint venture with any 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 restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions in effect.

G. To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in the Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the (i) Florida Professional Corporation Act currently enacted and as may be hereafter amended or suspended by any other statute; and (ii) the Rules Regulating the Florida Bar, as currently enacted and as may be hereafter amended.

### ARTICLE III

#### DURATION

This Corporation shall exist perpetually unless dissolved according to law.

### ARTICLE IV

#### 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 pursuant to Florida Statutes.

### ARTICLE V

#### INCORPORATOR/REGISTERED AGENT

The name and post office address of the sole incorporator and registered agent is:

John G. Gleacher  
301 Clematis Street, Suite 3000  
West Palm Beach, FL 33401

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## ARTICLE VI

### DIRECTOR

The name and address of the first Board of Directors is:

John G. Gleacher  
301 Clematis Street, Suite 3000  
West Palm Beach, FL 33401

## ARTICLE VII

### SHARE STRUCTURE

7.1 The maximum number of shares that the Corporation is authorized to have outstanding is 1,000 shares. All shares shall be common with a par value of one dollar (\$1.00) per share.

7.2 No share of stock of this Corporation shall be issued or transferred to any person who is not a licensed attorney.

7.3 The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

7.4 To the extent permissible under the laws of the State of Florida, consent by the vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by laws of the state of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

## ARTICLE VIII

### AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of the shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each had voted for the amendment, notwithstanding that he or she may have voted against the amendment or may have

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objected in writing. Such dissenting shareholder shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

## ARTICLE IX

### INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act.

No director or officer shall be accountable or responsible to the Corporation of or in respect to any act of the Corporation for any gains or profits directly or indirectly realized by reason of the fact that the Director or officer or any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director, or trustee; or any trust to which he or she is connected, is interested in the act. The fact that the director or officer, or that the firms, corporation, trust or other entity is interested, shall be disclosed or shall have been known to the Board of Directors at the meeting at which action in respect to any such transaction is approved (or prior to Board approval by a written instrument in accordance with Article XII hereof); and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

## ARTICLE X

### INDEMNIFICATION

10.1 The Corporation shall indemnify each of its officers, directors and employees, whether or not then in office, and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all directors, that the officer, director or employee:

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(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interest of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at a meeting, or to sign a written instrument in accordance with Articles XII hereof, and thereby be counted for all purposes in determining a majority of the Board of Directors.

10.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within sixty (60) days after service of the written demand, determine that the officer, director, or employee who has made the demand is entitled to indemnification, the officer, director or employee may apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b) and (c) of Paragraph 10.1. If the court determines that the conduct of the officer, director or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

## ARTICLE XI

### SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the Corporation, except that such shares shall not be entitled to dividends.

## ARTICLE XII

### INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with

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the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24<sup>th</sup> March, 2003.

  
John G. Gleacher

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CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following  
is submitted:

John G. Geacher, P.A., desiring to organize as a corporation under the laws of the  
State of Florida, has designated 301 Clematis Street, Suite 3000, West Palm Beach, FL 33401, as  
its initial Registered Office and has named John G. Gleacher, Esq. located at said address as its  
initial Registered Agent.

By: John G. Gleacher  
Incorporator

Having been named Registered Agent for the above stated corporation, at the  
designated Registered Office, the undersigned hereby accepts said appointment and agrees to  
comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said  
office. The undersigned further agrees to comply with the provisions of all statutes relating to  
the proper and complete performance of the undersigned's duties, and the undersigned is familiar  
with and accepts the obligations of the undersigned's position as registered agent.

By: John G. Gleacher, Esq.  
Registered AgentSECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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