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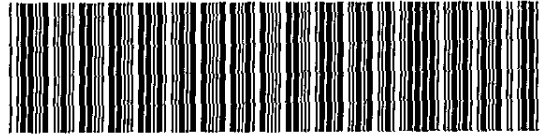
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 063078 7119699
AUTHORIZATION : *Patricia Pizzini*
COST LIMIT : \$ 50.00

ORDER DATE : April 22, 2003

137.50

ORDER TIME : 12:35 PM

ORDER NO. : 063078-005

CUSTOMER NO: 7119699

CUSTOMER: Ms. Elizabeth A. Breeding
Purcell Flanagan & Hay, P.a.
1548 Lancaster Terrace
P. O. Box 40749 (32203)
Jacksonville, FL 32204

Certificate of Domestication

NAME: LASSITER BENEFIT SERVICES,
INC.

EFFECTIVE DATE:

xx___ Certificate of Domestication

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX___ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS: _____



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 063078 7119699

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 87.50

ORDER DATE : April 22, 2003

ORDER TIME : 12:37 PM

ORDER NO. : 063078-010

CUSTOMER NO: 7119699

CUSTOMER: Ms. Elizabeth A. Breeding
Purcell Flanagan & Hay, P.a.

1548 Lancaster Terrace
P. O. Box 40749 (32203)
Jacksonville, FL 32204

DOMESTIC FILING

NAME: LASSITER BENEFIT SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

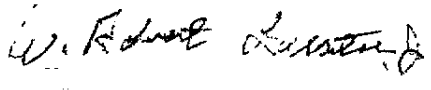
CERTIFICATE OF DOMESTICATION

The undersigned, **W. ROBERT LASSITER, JR.**, President of LASSITER BENEFIT SERVICES, INC., a foreign corporation, in accordance with Florida Statutes, § 607.1801, does hereby certify:

1. The date on which corporation was first formed is January 16, 1990.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being is the State of Georgia.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication is LASSITER BENEFIT SERVICES, INC.
4. The name of the corporation, as set forth in its articles of incorporation to be filed pursuant to §§ 607.0202 and 607.0401 with this certificate, is LASSITER BENEFIT SERVICES, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication is the State of Georgia.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to § 607.1801.

I am President of LASSITER BENEFIT SERVICES, INC. and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 18th day of April, 2003.

LASSITER BENEFIT SERVICES, INC.

By: 

W. ROBERT LASSITER, JR., President

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LASSITER BENEFIT SERVICES, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I

Name

Section 1.1. Name. The name of this corporation shall be LASSITER BENEFIT SERVICES, INC.

Article II

Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 5355 First Coast Highway, Fernandina Beach, FL 32034.

Article III

Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500,000 shares of common stock having no par value per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Michael J. Ivan, Jr., Esquire
Purcell, Flanagan & Hay, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
Telephone: (904)355-0355
Fla. Bar No.: 0016144

Article IV
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Michael J. Ivan, Jr., Esquire
Purcell, Flanagan & Hay, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Michael J. Ivan, Jr., Esquire
Purcell, Flanagan & Hay, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

Section 8.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Directors. The name and street address of the initial directors of the corporation are:

William Robert Lassiter, Jr.
5535 First Coast Highway
Fernandina Beach, Florida 32034

Doris P. Lassiter
5535 First Coast Highway
Fernandina Beach, Florida 32034

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

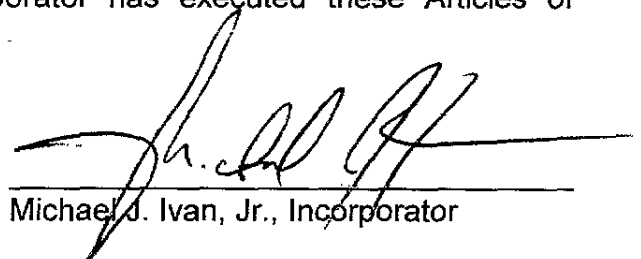
Article IX **Bylaws**

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X **Amendment**

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 18th day of April, 2003.

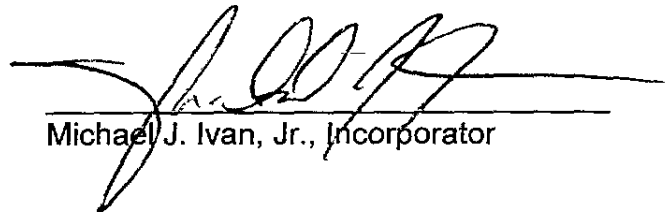

Michael J. Ivan, Jr., Incorporator

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

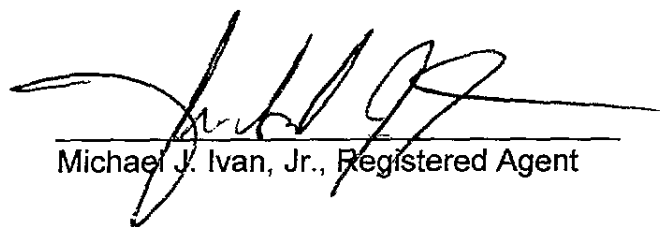
LASSITER BENEFIT SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Michael J. Ivan, Jr. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1548 Lancaster Terrace, Jacksonville, Florida 32204.

DATED this 18th day of April, 2003. —


Michael J. Ivan, Jr., Incorporator

Having been named as registered agent 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.

DATED this 18th day of April, 2003. —


Michael J. Ivan, Jr., Registered Agent

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