

A03000073224

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

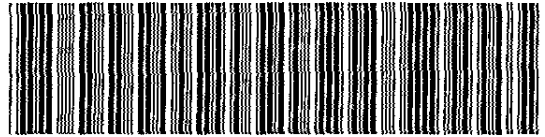
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300020879783

06/23/03--01052--002 **78.75

FILED
03 JUL -2 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W03-18078

TS 7/2/03

mm 1/1/24

13 June 2003

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

Charles PT Phoenix, Esq.
Counselor at Law, Florida and Michigan
Certified Public Accountant, Michigan
E-mail charlesphoenix@lawpartners.us

Regarding: **Phoenix Law Partners, PA**

Dear Sir or Madam:

Enclosed are the originals and one copy each of the Articles of Organization of Phoenix Law Partners, PA and Acceptance of Appointment as Resident Agent of Phoenix Law Partners, PA. A check in the amount of \$78.75 is enclosed and is allocated as follows:

\$ 35.00 – corporation filing fee
35.00 – corporate registered agent fee
8.75 – certified copy of record

Please certify and return one copy of each.

Thank you for your cooperation, and contact me with any further concerns.

Respectfully,



Charles PT Phoenix, Esq.
5700 Grillet Place
Fort Myers, FL 33919



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 24, 2003

CHARLES PT PHOENIX ESQ
5700 GRILLET PLACE
FORT MYERS, FL 33919

SUBJECT: PHOENIX LAW PARTNERS, PA
Ref. Number: W03000018078

We have received your document for PHOENIX LAW PARTNERS, PA 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.

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 Filings Section

Letter Number: 003A00038469

ARTICLES OF INCORPORATION

For a Domestic Corporation

Pursuant to the laws of the State of Florida, to wit Chapter 621 of the 2002 Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a corporation ("the Corporation"):

ARTICLE I

The name of the corporation is:

Phoenix Law Partners, PA

ARTICLE II

The principal office shall be located at
5700 Grillet Place, in the County of Lee, State of Florida.

The mailing address is
5700 Grillet Place, Fort Myers, Florida 33919.

FILED
03 JUL -2 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

The Corporation shall adopt bylaws that conform to these Articles by unanimous consent of the initial shareholders ("Bylaws"). The Bylaws shall always be construed to conform to these Articles or, if any paragraph or section of the Bylaws cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Bylaws shall be stricken as if it had never been adopted into the Bylaws so that the Bylaws conform to these Articles. The Bylaws shall otherwise be amendable and/or address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

ARTICLE IV

Pursuant to Sections 607.0801(1) and 607.0732(1)(a) of the 2001 Florida Statutes, the Corporation will have no board of the directors, but shall, instead, act under the direction of the shareholders (each a "Shareholder"), always pursuant to these Articles and the Bylaws. The Shareholders shall, nonetheless, bear all of the fiduciary responsibilities of directors pursuant to State of Florida law, as well as the laws of any other jurisdiction, when acting in decisional, administrative, custodial and other capacities in the direction of the Corporation's powers that are normally associated with directors as set forth in Section 607.0801(2) of the 2001 Florida Statutes.

ARTICLE V

The Corporation is formed under *Chapter 621 of the 2002 Florida Statutes* and shall perform legal services under the direction of one or more Shareholders admitted to The Florida Bar and licensed to practice law in the State of Florida when performing legal services requiring admission to The Florida Law, or under the direction of one or more Shareholders admitted the State Bar of Michigan and licensed to practice law in the State of Michigan when performing legal services requiring admission to the State Bar of Michigan, or under the direction of one or more Shareholders admitted to the bar of any other jurisdiction and licensed to practice law in that jurisdiction when performing legal services requiring admission and licensure to practice law in a particular jurisdiction.

ARTICLE VI

The total authorized shares:

1. Common Shares: Ten thousand (10,000) One and No/100 Dollars (\$1.00) par value Class A shares; no other classes are authorized.
2. Preferred Shares: None authorized.

The shares in the Corporation shall be of one class, each share maintaining proportional voting rights. Distributions shall be made in accordance with the Florida Business Corporation Act and as otherwise specified in these Articles and the Bylaws.

The shares are further limited in that all Shareholders must be natural persons and citizens of the United States of America, lawyers licensed admitted to The Florida Bar, and must consent to an election to be treated as a small business corporation within the meaning of Subchapter S of the Internal Revenue Code of 1986, as amended, ("IRC") by executing all documents necessary to effect the IRC Subchapter S election.

The shares shall have no other limitations other than those specifically mandated by the Florida Business Corporation Act or as specified in these Articles or the Bylaws.

ARTICLE VII

The initial registered agent is
Charles PT Phoenix, Esq.

Service of process may be made on the registered agent at
5700 Grillet Place, in the County of Lee, State of Florida, with the
postal zip code being 33919.

ARTICLE VIII

The incorporator is
Charles PT Phoenix, Esq.

The address of the incorporator is
5700 Grillet Place, in the County of Lee, State of Florida, with the
postal zip code being 33919.

ARTICLE IX


The Corporation may engage in any activity permitted by the Florida Business Corporation Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Corporation acts.

ARTICLE X

Except as a result of business operations, these Articles and the Bylaws shall always be construed such that the Corporation will qualify for and continue to satisfy the requirements of IRC Subchapter S, including Department of the Treasury, Internal Revenue Service regulations, rulings, procedures and other pronouncements thereunder. If any section, paragraph, sentence or term of these Articles and/or the Bylaws cannot be reasonably construed to conform to IRC Subchapter S, each offensive section, paragraph, sentence and/or term of these Articles and/or the Bylaws shall be stricken as if it had never been adopted into these Articles and/or the Bylaws so that these Articles and/or the Bylaws conform to IRC Subchapter S.

ACKNOWLEDGMENT

I, the incorporator of the Corporation, and without personally assuming or ratifying any prior contracts or promises made on behalf of the Corporation by any person or entity prior to the Corporation's formation, if any, execute these Articles this 24th day of June 2003.



Charles PT Phoenix, Esq.

FILED

03 JUL -2 PM 3:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA