

P04888096055

Timothy G. Schoenwalder
(Requestor's Name)

1203 Governors Square Blvd.
(Address)

Suite 500
(Address)

Tallahassee, FL 32301 850.694.2400
(City/State/Zip/Phone #)

☒ PICK-UP

☒ WAIT

☐ MAIL

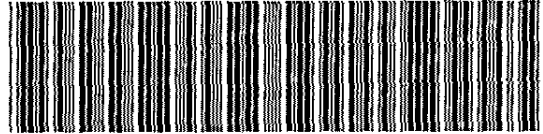
Schoenwalder Law Firm, P.A.
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800038034858

06/24/04 --01001--003 **70.00

RECEIVED

04 JUN 23 PM 3:47

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

2004 JUN 23 P 3:58

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6-23-04
104

**ARTICLES OF INCORPORATION
OF
SCHOENWALDER LAW FIRM, P.A.**

FILED
2004 JUN 23 P 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a professional corporation for the purposes hereinafter stated, under and pursuant to the provisions of Chapters 607 and 621, Florida Statutes, do hereby certify as follows:

ARTICLE I

The name of the corporation is the Schoenwalder Law Firm, P.A. (hereinafter called the "Corporation"). The Corporation's existence shall be perpetual.

ARTICLE II

The Corporation's initial Florida address is 1203 Governors Square Blvd., Suite 500, Tallahassee, FL 32301. The name of its registered agent is Timothy G. Schoenwalder, whose address is 1203 Governors Square Blvd., Suite 500, Tallahassee, Florida 32301. A copy of the required written acceptance of designation as registered agent is appended hereto as Exhibit A.

ARTICLE III

The purpose of the Corporation is to provide legal services as authorized under Chapter 621, Florida Statutes.

ARTICLE IV

The total number of shares of capital stock which the Corporation shall have the authority to issue is 10,000,000 shares designated Common Stock, par value \$.0001 per share.

ARTICLE V

The name and address of the Sole Incorporator are as follows:

Name: Timothy G. Schoenwalder

Address: 1203 Governors Square Blvd., Suite 500, Tallahassee, Florida
32301

The powers of the incorporator are terminated upon the filing of these articles.

ARTICLE VI

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation, its directors, and stockholders:

(a) The Corporation shall always have at least one director, and may have as many directors as permitted or otherwise fixed by the by-laws. Election of directors need not be by ballot unless the by-laws so provide. Timothy G. Schoenwalder shall be the initial Director and initial Chairman of the Board of Directors.

(b) The Board of Directors shall have power without assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation as provided in the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(c) The Directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of

the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of any director's interest, or for any other reason.

(d) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Florida, of these articles, and to any by-laws from time to time made by the stockholders; provided, however, that no by-law so made shall invalidate any prior act of the Directors which would have been valid if such by-law had not been made.

ARTICLE VII

The following provisions are inserted for the benefit of the Directors and Officers of the Corporation.

(a) The personal liability of the Directors and Officers of the Corporation is hereby eliminated to the fullest extent permitted by Chapter 607, Florida Statutes, as the same may be amended and supplemented.

(b) To the fullest extent permitted by Chapter 607, Florida Statutes, as the same may be amended and supplemented, the Corporation shall indemnify its Directors

and Officers under Chapter 607 from and against any and all of the expenses, liabilities or other matter referred to in or covered by Chapter 607, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested Directors or otherwise, both as to any action in that person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(c) These provisions shall apply for the benefit of any former Director or Officer, but the benefit shall be limited solely to those matters which arose while the individual served as a Director or Officer.

(d) Any modification of this Article VII shall be prospective only and shall not adversely affect any indemnification or limitation on the personal liability of a Director or Officer of the Corporation existing at the time of such modification.

IN WITNESS WHEREOF, I have hereunto set my hand this 23rd day of June 2004.

A handwritten signature in black ink, appearing to read 'T. G. Schoenwalder', written over a horizontal line.

Timothy G. Schoenwalder
Tallahassee, Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS ON SCHOENWALDER LAW FIRM, P.A., WITHIN THE STATE OF
FLORIDA, DESIGNATING AGENT UPON WHOM PROCESS MAY BE VERIFIED,
AND AGENT'S ACCEPTANCE OF DESIGNATION**

PURSUANT to Chapters 48 and 607, Florida Statutes, the following is submitted
in compliance with said Acts:

The Schoenwalder Law Firm, P.A., a professional corporation organized under
the laws of the State of Florida, with its initial principal place of business at 1203
Governors Square Blvd., Suite 500, Tallahassee, FL 32301, has named Timothy G.
Schoenwalder, 1203 Governors Square Blvd., Suite 500, Tallahassee, Florida 32301,
Leon County, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: Having been designated to accept service of process for
the above stated company, at the place designated in this Certificate, the undersigned
hereby accepts the designation and agrees to act in this capacity and comply with the
provisions of said Acts relative to keeping open said office.

Dated June 23, 2004 in Tallahassee, Florida.



Timothy G. Schoenwalder

EXHIBIT A

FILED
2004 JUN 23 P 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA