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Domestication

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	REGISTRATION/QUALIFICATION
	Foreign
	Limited Liability
	Reinstatement
l	Trademark
	Other

Change of Registered Agent

Dissolution/Withdrawal

Merger

## ARTICLES OF INCORPORATION OF MOHIP & ASSOCIATES, P.A.

The undersigned subscriber hereby files these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of forming a Professional Association for profit in accordance with the Florida Business Professional Association Act, Chapter 621 of the Florida Statutes.

#### ARTICLE I - NAME

The name of the Professional Association is Mohip & Associates, P.A.

#### ARTICLE II – BUSINESS OF THE PROFESSIONAL ASSOCIATION

The general nature of the business to be transacted by the Professional Association is to engage in any and all lawful acts or activity a licensed attorney is authorized to render.

#### ARTICLE III – CAPITAL STOCK

The maximum number of shares of stock that the Professional Association is authorized to have outstanding at any one (1) time is ten thousand (10,000) shares of common stock, having a nominal or par value of one cent (\$0.01) per share.

#### ARTICLE IV - TERM OF EXISTENCE

The Professional Association shall exist in perpetuity commencing on July 1, 2004.

### ARTICLE V – PRINCIPAL ADDRESS OF INITIAL PLACE OF BUSINESS, REGISTERED OFFICE AND AGENT

The initial street address of the principal place of business of the Professional Association is:

2848 5<sup>th</sup> Avenue North, Suite B St. Petersburg, Florida 33713

The street address of the initial registered office of the Professional Association is:

2848 5<sup>th</sup> Avenue North, Suite B St. Petersburg, Florida 33713

The name and street address of the initial registered agent of the Professional Association are as follows:

Articles of Incorporation Mohip & Associates, P. A. Page 2 of 4 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA

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Aminie Mohip 2848 5<sup>th</sup> Avenue North, Suite B St. Petersburg, Florida 33713

#### ARTICLE VI - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

<u>NAME</u>

**ADDRESS** 

Aminie Mohip

2848 5<sup>th</sup> Avenue North, Suite B St. Petersburg, Florida 33713

#### **ARTICLE VII - INDEMNIFICATION**

Each director and officer of the Professional Association, in consideration of such director's services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by such director in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought by reason of that director being or having been a director of officer of the Professional Association or of any subsidiary of the Professional Association, whether or not wholly owned by the Professional Association; or by reason of any act or omission to act as such director or officer; provided that the director shall not have been derelict in the performance of his/her duties as to the matter or matters with respect to which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights of which any director or officer may be entitled as a matter of law.

#### ARTICLE VIII - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the Professional Association and any other firm or Professional Association shall be affected or invalidated by reason of the fact that any one (1) or more of the directors or officers of the Professional Association is interested in, or is a member, shareholder, director or officer of, such other firm or Professional Association. Any director or officer, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Professional Association or in which the Professional Association is interested. No contract, act or transaction of the Professional Association with any person or persons, firm, association or Professional Association, shall be affected or invalidated by reason of the fact that any director or officer of the Professional Association is a party to, or is interested in, such contract, act or association or Professional Association. Each and every person who may become a

Articles of Incorporation Mohip & Associates, P. A. Page 3 of 4

director or officer of the Professional Association is hereby relieved from any liability that might otherwise exist from this contracting with the Professional Association for the benefit of such person or any firm, association or Professional Association in which such person may be interested.

#### ARTICLE IX – STOCK RESTRICTIONS

No shareholder of the Professional Association may enter into a voting trust agreement or any other type of agreement vesting or attempting to vest in another person the authority to exercise the voting power of any or all of the stock of such shareholder. The shareholders of the Professional Association shall have the power to include in the bylaws any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of the Professional Association by any of its shareholders or in the event of the death of any of the Professional Association's shareholders. Unless other expressly agreed to and permitted in writing by proper shareholder action pursuant to the Professional Association's bylaws, no shareholder of the Professional Association may sell or transfer such shareholder's shares in the Professional Association except to another individual who is eligible to be a shareholder of the Professional Association, and such sale or transfer may be made only after the same shall be approved at a shareholders' meeting especially called for such purpose.

#### ARTICLE X – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, including but not limited to those provisions in the Florida Statutes. All of the rights of the shareholders of the Professional Association are subject to this reservation.

#### ARTICLE XI – BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XII – I.R.C. SECTION 1244

It is the intent of the Incorporator and the Professional Association to qualify the shares of stock issued by the Professional Association as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

Articles of Incorporation Mohip & Associates, P. A. Page 4 of 4

#### ARTICLE XIII – SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator and the Professional Association to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the organizational meeting of the Professional Association.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this 26th day of July, 2004.

Aminie Mohip Incorporator

#### ACCEPTANCE BY REGISTERED AGENT

Aminie Mohip having been designated to act as the registered agent of Mohip & Associates, P.A.., hereby agrees to act in that capacity.

Aminie Mohip