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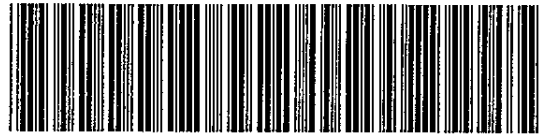
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KRAMER GOLD

LAWYERS

Frederick C. Kramer
Samuel C. Gold*
Clifton W. Sherrill
David G. Daniell
Maria Camps-Fernandez

*Also Admitted in Wisconsin

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Marco Island, Florida 34145

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January 18, 2005

VIA FEDERAL EXPRESS
Tracking No. 7915 2798 4652

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing Articles of Incorporation for
KRAMER GOLD, P.A.

Dear Sir:

Enclosed please find the Articles of Incorporation for KRAMER GOLD, P.A., together with a check in the amount of \$78.75 made payable to Florida Department of State to cover filing related fees. Request is made that a certified copy of the articles be returned to this office.

Thank you for your time and consideration.

Very truly yours,



Samuel C. Gold

SCG/lk
Enclosures
P:/Text/Sam/Department of State Ltr-Kramer Gold PA-05.0118

**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION**

The undersigned natural person, competent and licensed to practice law as a professional law corporation in the State of Florida, acting hereby as incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

I

The name of the corporation shall be KRAMER GOLD, P.A.

The principal office of this corporation shall be:

950 North Collier Boulevard
Suite 201
Marco Island, Florida 34145

The mailing address of this corporation shall be:

950 North Collier Boulevard
Suite 201
Marco Island, Florida 34145

II

This corporation is organized for the following purposes:

- a. To engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

The purpose for which a corporation is organized must be lawful. Florida Statutes Section 607.0202(2)(b)1.

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CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

The Florida Professional Service Corporation and Limited Liability Company Act does not preclude a professional service corporation from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investment, or from owning real or personal property necessary for the rendering of the professional services for which it was formed. See Florida Statutes Section 621.08.

III

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock at One Dollar (\$1.00) per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

The corporation shall have perpetual existence.

V

The addition of this corporation's initial registered office is 950 North Collier Boulevard, Suite 201, Marco Island, Florida 34145 and the name of its initial registered agent at said address is Samuel C. Gold, Esq.

VI

The name and address of the incorporator is as follows:

Samuel C. Gold, Esq.
950 North Collier Boulevard, Suite 201
Marco Island, Florida 34145

VII

The corporation shall have a board of directors consisting of two (2) persons. The number of directors may be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Frederick C. Kramer, Esq.
950 North Collier Boulevard, Suite 201
Marco Island, Florida 34145

Samuel C. Gold, Esq.
950 North Collier Boulevard, Suite 201
Marco Island, Florida 34145

VIII

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

IX

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 continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and 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 all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

If all 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 the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

XI

The corporation shall indemnify any officer or director, or any former officer or director, or any former officer or director, to the full extent permitted by law.

XII

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the board of directors and shareholders provided that such amendment be in compliance with

the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation, this 17 day of January, 2005.



SAMUEL C. GOLD
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared SAMUEL C. GOLD to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 17th day of January, 2005.



NOTARY PUBLIC

Print Name: LINDA KNAUBER

State of Florida at Large

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation. Further, I acknowledge that I am familiar with and accept the obligations of that position.



SAMUEL C. GOLD