

P05000012707

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000020373 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

FLORIDA PROFIT CORPORATION OR P.A.

Andrew M. Tidwell, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

05 JAN 25 AM 10:12

**ARTICLES OF INCORPORATION
OF
ANDREW M. TIDWELL, P.A.**

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a Professional Service Corporation pursuant to Chapters 607 and 621 of the Florida Statutes:

ARTICLE I

Name

The name of this Professional Service Corporation (the "Corporation") shall be Andrew M. Tidwell, P.A.

ARTICLE II

Purpose

This Corporation shall be organized for the purposes of engaging in the practice of law and any ancillary business as are allowed a professional service corporation under Florida Law.

ARTICLE III

Agent

The registered agent of this Corporation shall be Andrew M. Tidwell. The address of the registered agent shall be 15890 Highway 331 S., Freeport, FL 32439.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The initial street address of the principal office of this Corporation shall be 15890 Highway 331 S., Freeport, FL 32439.

H05000020373 3

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of One Hundred (100) shares of One Dollar (\$1.00) par value voting common stock.

ARTICLE VII

Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

ARTICLE VIII

Directors

This Corporation shall have no less than one (1) director nor more than five (5) directors. The number on the Board shall be set from time to time by the Board of Directors of the Corporation, or by the stockholders at an annual or special meeting thereof. The name and address of the initial member of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Andrew M. Tidwell	15890 Highway 331 S., Freeport, FL 32439

ARTICLE IX

Incorporator

The name and address of the Incorporator is: Andrew M. Tidwell, 15890 Highway 331 S., Freeport, FL 32439

ARTICLE X

Officers

The officers of the Corporation shall be a President/Secretary, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names and addresses of the initial officers are as follows:

H05000020373 3

H05000020373 3

Office

President/Secretary

Name and Address

Andrew M. Tidwell
15890 Highway 331 S.
Freeport, Florida 32439

ARTICLE XI

RESTRAINT ON ALIENATION OF SHARES

The shareholders of the Corporation shall have the power to include in the By-laws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the Corporation by any of its shareholders or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details of the disposition shall be determined by the shareholders of the Corporation and any such restrictions shall be clearly noted on the certificate evidencing ownership of the Corporation's stock. No shareholder of the Corporation may sell or transfer stock in the Corporation except to another individual who is eligible to be a shareholder of the Corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the state of Florida, that shareholders share of stock shall immediately become subject to purchase by the Corporation.

ARTICLE XI

Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

- i. A majority vote of a quorum of directors who were not parties to the action, suit or proceeding; or

H05000020373 3

H05000020373 3

- ii. If a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or
- iii. If a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and no further determination shall be necessary.

Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 24th day of January, 2005 for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificate of Incorporation and certify that the facts herein stated are true.


Andrew M. Tidwell
Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared Gary A. Shipman, and being first duly sworn and under oath, stated that Andrew M. Tidwell signed the above Articles of Incorporation for the conditions

H05000020373 3

CAPITAL CONNECTION

850 222 1222

01/25 '05 13:53 NO.367 06/06

H05000020373 3

and purposes therein expressed this 24th day of January, 2005.



Minnie L. Ellis
MY COMMISSION # CCP05411 EXPIRES
March 3, 2005
BONDED THROUGH FAIR INSURANCE, INC.

Minnie L. Ellis
NOTARY PUBLIC - STATE OF FLORIDA

Minnie L. Ellis

PRINTED NAME OF NOTARY; COMMISSION
NUMBER AND EXPIRATION OF COMMISSION

Personally known to me Andrew M. Tidwell

or produced the following identification: _____

Having been named as registered agent to accept service of process for Andrew M. Tidwell, P.A.
at the place designated in the Articles of Incorporation, I am familiar with and accept the
appointment as registered agent and agree to act in this capacity.

Andrew M. Tidwell
Andrew M. Tidwell

January 24, 2005
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
05 JAN 25 AM 10:12

H05000020373 3