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W05-8936

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05 FEB 24 PM 3:15

CLERK OF STATE  
TALLAHASSEE, FLORIDA

2-24-05

## TRANSMITTAL LETTER

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

SUBJECT: J. D. Parker Consulting, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☒ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                    & Certificate of  
                                    Status

**ADDITIONAL COPY REQUIRED**

FROM: J. Clay Cole, Farris Mathews Branan Bobango Hellen & Dunlap, PLC  
Name (Printed or typed)

1100 Ridgeway Loop Road, Suite 400  
Address

Memphis, TN 38120  
City, State & Zip

901-259-7127  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 21, 2005

FARRIS MATHEWS BRANAN BOBANGO & DUNLAP PLC  
ATTN: J. CLAY COLE  
1100 RIDGEWAY LOOP ROAD STE 400  
MEMPHIS, TN 38120

SUBJECT: J.D. PARKER CONSULTING, INC.  
Ref. Number: W05000008936

We have received your document for J.D. PARKER CONSULTING, INC. 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6928.

Tim Burch  
Document Specialist  
New Filings Section

Letter Number: 705A00012047

**ARTICLES OF INCORPORATION  
FOR  
J. D. PARKER CONSULTING, INC.**

FILED  
05 FEB 24 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, having capacity to contract and acting as the incorporator hereby adopts the following charter for such corporation:

**ARTICLE I**  
**NAME OF THE CORPORATION**

The name of the corporation is J. D. PARKER CONSULTING, INC. (the "Corporation").

**ARTICLE II**  
**CAPITAL STOCK**

The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of .001 par value, common stock.

**ARTICLE III**  
**INITIAL REGISTERED OFFICE AND AGENT**

The Corporation's initial registered office shall be located at 25016 Pinewater Cove Lane, Bonita Springs, FL 34134. The initial registered agent at that office shall be Johnny Dan Parker.

**ARTICLE IV**  
**INCORPORATOR**

The name and address of the incorporator is John A. Bobango, 1100 Ridgeway Loop Road, Suite 400, Memphis, Tennessee 38120, County of Shelby.

**ARTICLE V**  
**PRINCIPAL OFFICE OF THE CORPORATION**

The principal office of the Corporation shall be located at 25016 Pinewater Cove Lane, Bonita Springs, FL 34134.

**ARTICLE VI**  
**CLASSES OF SHARES**

There shall be one class of shares designated as common shares. The holders of such shares shall have unlimited voting rights and the right to receive the net assets of the Corporation upon dissolution.

**ARTICLE VII**  
**TYPE OF CORPORATION**

The Corporation is for profit.

**ARTICLE VIII**  
**POWERS OF CORPORATION**

The purpose for which the corporation is organized is management consulting.

**ARTICLE IX**  
**DIRECTOR LIABILITY**

a. To the maximum extent permitted by law, subject to the limitations contained in this Article IX, this Corporation shall indemnify and advance expenses to any person, his heirs, executors and administrators, for the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, including counsel fees actually incurred as a result of such proceeding or action or any appeal thereof, and against all fines (including any excise tax assessed with respect to an employee benefit plan), judgments and amounts paid in settlement thereof, provided that such action or proceeding be instituted by reason of the fact that such person is or was a director of this Corporation.

b. This Corporation may, at the discretion of the Board of Directors, indemnify and advance expenses to any person, his heirs, executor and administrators, to the same extent as set forth in Article IX a hereinabove, provided that the underlying proceeding or action be instituted by reason of the fact that such person is or was an officer, employee or agent of this Corporation, and may also indemnify and advance expenses to such person to the extent, consistent with public policy, determined by the Board of Directors.

**ARTICLE X**  
**ELIMINATION OF LIABILITY OF DIRECTORS FOR MONETARY DAMAGES**  
**FOR CERTAIN ALLEGED BREACHES OF FIDUCIARY DUTY**

A director of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the directors' duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) or as otherwise provided under Florida Law.

**ARTICLE XI**  
**PREEMPTIVE RIGHTS**


The shares of stock in the corporation shall have preemptive rights.

**ARTICLE XII**  
**OFFICERS**

President: Johnny Dan Parker  
Secretary: Mitzi Parker

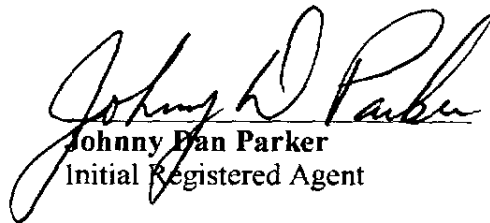
Dated: 2/10, 2005.

IN WITNESS WHEREOF, the undersigned incorporator has executed this Charter on the 10 day of February, 2005.

  
John A. Bobango  
Incorporator

**Prepared By and Return To:**  
John A. Bobango  
Farris Mathews Branan  
Bobango Hellen & Dunlap PLC  
1100 Ridgeway Loop Road, Suite 400  
Memphis, Tennessee 38120  
(901) 259-7120

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 2/23/05  
Johnny Dan Parker  
Initial Registered Agent