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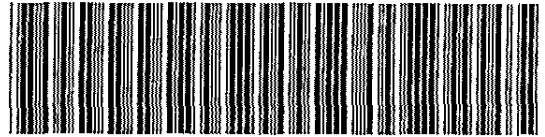
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FILED  
05 MAR 30 PM 2:46  
SECRETARY OF STATE  
ATLANTA, GEORGIA

TRANSMITTAL LETTER

March 22, 2005

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

SUBJECT: Mednick & VeHorn, P.A.

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

Mednick & VeHorn, P.A.

\$87.50 filing fee, certified copy and Certificate

FROM: James A. Byrne, Esquire  
540 - 4th Street North  
St. Petersburg, Fl 33701  
(727) 898-3273

## ARTICLES OF INCORPORATION

### FOR MEDNICK & VeHORN, P.A.

The undersigned natural person, competent and licensed to practice insurance 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 General Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

#### I NAME OF CORPORATION

The name of the corporation shall be Mednick & VeHorn, P.A..

#### II PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- A. To engage in every aspect in the practice of insurance sales, and all its fields of specializations, as are engaged by licensed insurance agents.
- B. To engage and render the professional services involved only through its officers, agents and employees, who shall be insurance agents in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- D. To engage in no other business other than the rendition of the professional services specified herein.
- E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

#### III CAPITAL STOCK

- A. The maximum shares of stock that the corporation is authorized to have outstanding at any time shall be 6000 shares of common stock at \$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 shall be issued only to insurance agents in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### IV DURATION

The Corporation shall have perpetual existence.

#### V REGISTERED AGENT

The address of this corporation's initial registered office is 540 - 4<sup>TH</sup> Street North, St. Petersburg, FL 33701, and the name of its initial registered agent is James A. Byrne, Esquire.

#### VI INCORPORATOR

The name and address of the Incorporator is as follows: Paul R. VeHorn, 10033 Dr Martin Luther King Jr. St. N., 3<sup>rd</sup> Floor, St. Petersburg, FL 33716.

#### VII BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are: Scott Mednick and Paul R. VeHorn, 10033 Dr Martin Luther King Jr. St. N., 3<sup>rd</sup> Floor, St. Petersburg, FL 33716.

#### VIII INFORMAL SHAREHOLDER ACTION

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 SEVERANCE AND TERMINATION OF EMPLOYMENT

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 INFORMAL DIRECTOR ACTION

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  
INDEMNIFICATION

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

XII  
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders 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 in the State of Florida, this 25 day of March, 2005.


  
\_\_\_\_\_  
INCORPORATOR

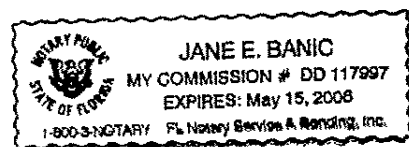
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Paul R. VeHorn who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at St. Petersburg, in the said County and State, this 25 day of March, 2005.

  
\_\_\_\_\_  
Signature of Notary Public  
Print:  
State of Florida at Large (Seal)  
My Commission expires:  
Commission #



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

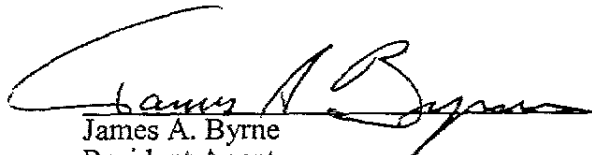
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Pursuant to Chapter 48.091, Florida statutes, the following is submitted, in compliance with said Act:

**FIRST:** Mednick & VeHorn, P.A., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at: 540 - 4<sup>th</sup> Street North, Petersburg, FL 33701, has named JAMES A. BYRNE as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation at 540 - 4<sup>th</sup> Street North, St. Petersburg, Florida, 33701, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
James A. Byrne  
Resident Agent