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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C-2.5-11

TRANSMITTAL LETTER

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

SUBJECT: _____

Armstrong / Stripling, P.A.
(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
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

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

ADDITIONAL COPY REQUIRED

FROM: _____

Timothy Patrick Armstrong
Name (Printed or typed)

332 E. Adams St., Ste. 2
Address

Jacksonville, FL 32202
City, State & Zip

(904) 356-8618 or (904) 307-7505
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 28, 2005

TIMOTHY PATRICK ARMSTRONG
332 E. ADAMS ST., STE. 2
JACKSONVILLE, FL 32202

SUBJECT: TIMOTHY P. ARMSTRONG AND CLIFFORD B. STRIPLING, P.A.
Ref. Number: W05000015727

We have received your document for TIMOTHY P. ARMSTRONG AND CLIFFORD B. STRIPLING, P.A. 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.)

You can only list one registered agent for service of process, and that person should sign as registered agent.

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) 245-6047.

Carolyn Lewis
Document Specialist
New Filings Section

Letter Number: 905A00020921

ARTICLES OF INCORPORATION
OF
ARMSTRONG | STRIPLING, P.A.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and an attorney at law and a member of the Florida Bar, licensed or otherwise legally authorized to practice by and within the State of Florida, do hereby subscribe these Articles for the purpose of forming a Professional Service Corporation for the profit by virtue of the provisions of Chapter 621, Florida Statutes, 1975, as amended, and pursuant to the following Articles of Incorporation:

ARTICLE I

CORPORATION NAME

The name of this corporation shall be:

ARMSTRONG | STRIPLING, P.A.

ARTICLE II

DURATION OF EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The general nature of business and the proposed objects and purposes to be transacted, promoted and carried on by the corporation are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do under the laws of the State of Florida, viz.,

(a) To engage in every aspect of the general practice of law, including all fields of specialization thereof.

(b) To engage and render the professional service involved only through its officers, agents and employees who are attorneys at law and members of the Florida Bar in good standing and duly licensed or otherwise legally authorized within the State of Florida to render

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TALLAHASSEE, FLORIDA

the same professional services as this corporation.

(c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments.

(d) To own real and personal property necessary for the rendering of the professional services hereby authorized.

ARTICLE IV

CAPITAL STOCK

A. The maximum number of shares of stock outstanding at any one time shall be Five (5) shares, with par value of Ten Dollars (\$10.00) per share, all of one class, common, participating voting stock.

B. The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor or services, which in the judgment of the Board of Directors of this corporation, shall be of the valuation equivalent to the value of the stock to be issues.

C. Shares of the corporation's stock and certificates therefor shall be issued only to attorneys at law and members of the Florida Bar in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

D. Shares of the corporation's stock and certificates therefor shall be issued only in accordance with these Articles of Incorporation and the By-Laws of this corporation.

E. All stock issued shall be fully paid and nonassessable.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which such stock is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 332 E. Adams St. Suite #2, Jacksonville, Florida 32202, and the name of the initial resident agent and registered agent of the corporation at that address is Clifford B. Stripling.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (2). The name and address of the directors of this corporation is as follows:

| <u>Name</u> | <u>Street Address</u> |
|-----------------------|---------------------------|
| Timothy P. Armstrong | 332 E. Adams St. Suite #2 |
| Clifford B. Stripling | Jacksonville, Fl 32202 |

All directors shall be attorneys at law who are members of the Florida Bar in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE VIII

OFFICERS

This corporation shall have as officers a President, Vice President, and Secretary-Treasurer, initially. The number of officers and their respective titles may be increased or diminished or changed from time to time, by By-Laws adopted by the stockholders. All officers of the corporation shall be attorneys at law who are members of the Florida Bar and in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation. Other requisite qualifications of any and all officers of the corporation may be set forth by By-Laws adopted by the stockholders.

ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT AND RELATIONSHIP WITH CORPORATION

If any officer, director, stockholder, agent or employee of this corporation, who has been rendering professional legal services to the public:

(a) For any reason ceases to be an active member of the legal profession in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation; or

(b) Is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of professional services as an attorney at law; or

(c) Makes an assignment for the benefit of creditors; or

(d) Files a voluntary petition in bankruptcy or becomes the subject of involuntary petition in bankruptcy; or

(e) Attempts to sell, transfer, hypothecate or pledge any shares or stock of this corporation to any person or in any manner prohibited by law or by these Articles of Incorporation or by the By-Laws of the corporation; or

(f) Has any execution levied upon or any lien of any kind imposed upon the shares of stock of any such stockholder; or

(g) Dies or is adjudicated incompetent; then in any of such events, such person's employment with and/or financial interest in this corporation shall cease forthwith, automatically and immediately, as complete severed and terminated, except to receive payment for such shares of stock in this corporation as may be owned by him, and any other amounts that are lawfully due and owing to him by the corporation. Any shares of stock of such person in this corporation shall then and thereafter have no voting rights of any kind, shall not be entitled to any dividends or stock rights of any kind which may be thereafter declared by this corporation, and said stock of such person shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and only in such manner as shall be authorized or set forth in the by-Laws adopted by the stockholders of this corporation. Provided, however, that in the event any of the matters hereinabove set forth should occur to a stockholder, thereby terminating

his interest in the corporation as set forth herein, and he is the sole stockholder of the corporation at such time, he, if he is still living, or his personal representative if he has become deceased, shall have all necessary authority for the voting of such stock and the taking of such legal actions as may be necessary to wind up the affairs of the corporation in any manner they see fit so long as the same is not contrary to law.

ARTICLE X

RESTRICTIONS ON RIGHT OF TRANSFER OF STOCK

No stockholder of this corporation and no personal representative of a deceased or incompetent stockholder may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is duly licensed or otherwise legally authorized within the State of Florida to render the same professional service of this corporation and then only after the proposed sale or transfer shall have been first approved at a stockholder's meeting specifically called for such purpose.

The stockholders of this corporation are specifically authorized from time to time to adopt appropriate corporate By-Laws or Stockholders' Agreements, or both, not inconsistent herewith, limiting the transferability or assignment of the stock of this corporation, and conferring ether pre-emptive rights of purchase upon said stockholders as conditions precedent to the sale of the stock or providing for the purchase or redemption by the corporation of those shares of stock, or both; provided however, such provisions dealing with the purchase or redemption by the corporation of those shares of stock may not be invoked at a time or in a manner that would impair the capital of this corporation.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the stockholders, and approved at a Stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement

manifesting their intention that a certain amendment to these Articles of Incorporation be made.
All rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XII
INCORPORATION

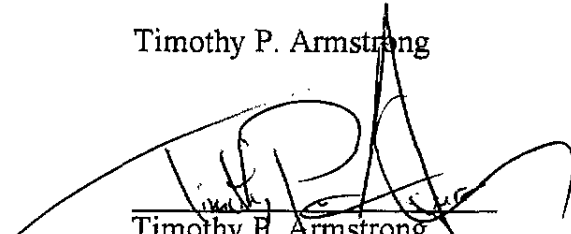
The names and addresses of the person signing these Articles of Incorporation as an incorporator is as follows:

Name

Street Address

Timothy P. Armstrong

332 E. Adams St. Suite #2
Jacksonville, Fl 32202



Timothy P. Armstrong

ARTICLE XIII
REGISTERED AGENT

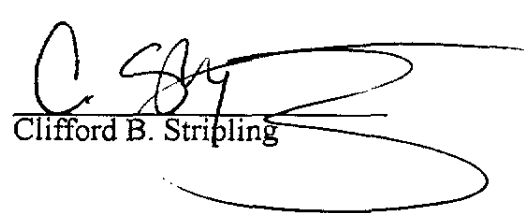
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Name

Street Address

Clifford B. Stripling

332 E. Adams St. Suite #2
Jacksonville, Fl 32202



Clifford B. Stripling

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