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**FLORIDA PROFIT CORPORATION OR P.A.**

**CARY ROSS, P.A.**

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**CARY ROSS, P.A.**

**ARTICLES OF INCORPORATION**

The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a professional corporation under and in accordance with the laws of the State of Florida.

**Article 1**  
**Name**

The name of the corporation formed hereby (this "Corporation") is:

Cary Ross, P.A.

**Article 2**  
**Commencement and Term of Existence**

The existence of this Corporation shall commence on and as of May 20, 2005. Thereafter, this Corporation shall exist perpetually unless dissolved in accordance with law.

**Article 3**  
**Business and Purposes**

The general nature of the business to be transacted by this Corporation, and the objects or purposes of this Corporation, shall be:

(a) To render professional services as attorneys duly licensed to practice law in any state or other jurisdiction, provided that such professional services shall be rendered in a state or other jurisdiction only through officers, employees and agents of this Corporation who are duly licensed or otherwise authorized or permitted under the laws of such state or jurisdiction to render such professional services;

(b) To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for or incidental to the rendering of such professional services;

(c) To do anything necessary for or incidental to the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment hereof, or necessary for or incidental to the protection and benefit of this Corporation; and, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation; and

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CARY ROSS, P.A.  
ARTICLES OF INCORPORATION

PAGE 2

(d) In general, to have and exercise all powers conferred by the laws of Florida upon professional corporations, and to do any and all things to the same extent as a natural person might or could do, subject to the limitations of Chapters 607 and 621, Florida Statutes.

**Article 4**  
**Capital Stock**

(a) The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 100,000 shares of common stock with a par value of \$1.00 per share. Each share of stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this Corporation. This Corporation may not issue shares of capital stock without the approval of its Board of Directors, and the consideration for the issuance of the shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) No person shall be a stockholder unless such person is duly licensed or otherwise legally authorized to practice law in the State of Florida.

**Article 5**  
**Board of Directors**

The business and affairs of this Corporation shall be managed by a Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. The full Board of Directors of this Corporation shall at all times comprise at least one (1) member, the exact number of directors to be fixed from time to time by the directors or stockholders of this Corporation or by its Bylaws. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to constitute the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements as may be specified in the Bylaws or a stockholders' agreement. Subject to the Bylaws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders, but each director must be an individual who is duly licensed or otherwise legally authorized to practice law in the State of Florida. The stockholders of this Corporation may remove any director from office at any time with or without cause in accordance with the provisions of the Bylaws.

**Article 6**  
**Initial Board of Directors and Officers**

(a) The initial Board of Directors of this Corporation shall comprise one (1) member who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law, shall hold office until the earlier to occur of the first annual meeting of stockholders of this Corporation or the first special meeting of stockholders of this Corporation one of the purposes of

**CARY ROSS, P.A.**  
**ARTICLES OF INCORPORATION**

PAGE 3

which is to elect directors of this Corporation, or until such earlier time as a successor or successors has or have been duly elected and qualified. The name and mailing address of the initial director are:

Cary Ross  
11501 Norval Place  
Temple Terrace, FL 33617

(b) The initial officer of this Corporation who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law, shall hold office until a successor or successors has or have been duly elected and qualified, is:

Cary Ross – President, Secretary, Treasurer

**Article 7**  
**Amendment of Articles of Incorporation**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation; provided, however, that these Articles of Incorporation as now in effect or hereafter amended shall not be inconsistent with or contrary to, but shall be subordinate to, the laws of the State of Florida and of the United States.

**Article 8**  
**Bylaws**

The power to adopt the Bylaws of this Corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors. The Bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation; provided, however, that the Bylaws shall not be inconsistent with or contrary to, but shall be subordinate to, the provisions of these Articles of Incorporation, including as hereafter amended, and the laws of the State of Florida and of the United States.

**Article 9**  
**Affiliated Transactions**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall not apply to this Corporation or to transactions with this Corporation.

CARY ROSS, P.A.  
ARTICLES OF INCORPORATION

PAGE 4

**Article 10**  
**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this Corporation as of the time of execution of these Articles of Incorporation are:

11501 Norval Place  
Temple Terrace, FL 33617

**Article 11**  
**Registered Agent and Registered Office**

The initial registered agent and registered office of this Corporation shall be:

Cary Ross  
11501 Norval Place  
Temple Terrace, FL 33617

This Corporation shall have the right to change such registered agent and/or such registered office at any time and from time to time as provided by law.

**Article 12**  
**Incorporator**

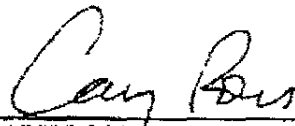
The name and street address of the incorporator of this Corporation are:

Cary Ross  
11501 Norval Place  
Temple Terrace, FL 33617

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 20<sup>th</sup> day of May, 2005.

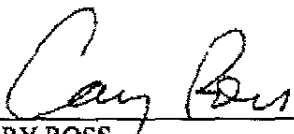
  
\_\_\_\_\_  
CARY ROSS

**CARY ROSS, P.A.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under Section 607.0505, Florida Statutes.

DATED this 20<sup>th</sup> day of May, 2005.

  
CARY ROSS

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