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ATTORNEYS AT LAW
CELEBRATING 80 YEARS

Writer's Direct Dial Number: (772) 288-1980
Writer's E-Mail Address: arifkin@gunster.com

June 29, 2005

Division of Corporations
Florida Department of State
500 S. Bronough
Tallahassee, FL 32399

Re: Avron C. Rifkin, Attorney, P.A.

Ladies and Gentlemen:

Enclosed please find original Articles of Incorporation for **Avron C. Rifkin, Attorney, P.A.** and a check in the amount of \$78.75 to cover the filing fee, Registered Agent Designation and a Certified Copy.

Sincerely,



Avron C. Rifkin

enclosures
Stuart 197279.2

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DIVISION OF CORPORATIONS
05 JUN 30 PM 2:55

ARTICLES OF INCORPORATION

OF

AVRON C. RIFKIN, Attorney, P.A.

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DIVISION OF CORPORATIONS
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The undersigned subscriber to these Articles of Incorporation, being an attorney-at-law duly licensed to render legal services as such under the laws of the State of Florida, hereby presents these Articles of Incorporation for the formation of a corporation under the Professional Service Corporations and Limited Liability Companies Act and other laws of the State of Florida.

1. Name. The name of the corporation is AVRON C. RIFKIN, Attorney, P.A. (the "Corporation").

2. Nature of Business. The general nature of the business to be transacted by the Corporation is:

(a) To engage in every phase and aspect of the business of rendering the same legal services to the public that a attorney-at-law, duly licensed under the laws of the State of Florida, is authorized to render, provided such legal services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to render legal services,

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

(c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

3. Capital Stock. The Corporation is authorized to issue 1,000 shares of common stock having a par value of \$0.01 per share.

4. Duration. The Corporation shall have perpetual existence.

5. Address. The initial principal place of business and mailing address of the Corporation shall be:

100 SE Pelican Drive
Stuart, Florida 34996

6. Registered Office and Agent. The name and Florida street address of the initial registered agent are:

Avron C. Rifkin
100 SE Pelican Drive
Stuart, Florida 34996

7. Directors. The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of the Corporation are:

Avron C. Rifkin
100 SE Pelican Drive
Stuart, Florida 34996

8. Incorporator. The name and street address of the person signing the Articles of Incorporation, who is an attorney-at-law licensed under the laws of the State of Florida to render services as such, is:

Avron C. Rifkin
100 SE Pelican Drive
Stuart, Florida 34996

9. Corporate Powers The Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, except to the extent that any provision of such act is in conflict with the Florida Professional Service Corporations and Limited Liability Companies Act, in which case such Florida Professional Service Corporations and Limited Liability Companies Act shall prevail.

10. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

11. Bylaws. Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

12. Indemnification. The Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, except to the extent that any provision of such act is interpreted to be in conflict with the Florida Professional Service Corporations and Limited Liability Companies Act, in which case such Florida Professional Service Corporations and Limited Liability Companies Act shall prevail, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

13. Beginning of Corporate Existence. The date when corporate existence shall begin shall be at the time the Corporation's Articles of Incorporation are filed with the Florida Department of State.



AVRON C. RIFKIN, Attorney, Incorporator

Dated: June 29, 2005

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for AVRON C. RIFKIN, Attorney, P.A., a Florida professional association (the "Corporation"), at the place designated in the foregoing Articles of Incorporation, Avron C. Rifkin hereby accepts the appointment as registered agent and agrees to act in this capacity. Avron C. Rifkin further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Avron C. Rifkin is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 607, F.S.


Avron C. Rifkin

Dated: June 29, 2005

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