

P05000102399

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

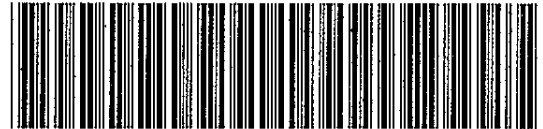
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

~~619-2557-611~~
~~605-34090~~



800057266198

07/15/05--01053--006 **18.75

2005 JUL 20 A 0:04
JUL 20 2005

FILED

7-22-05



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 18, 2005

ENGLANDER & FISCHER, P.A.
POST OFFICE BOX 1954
ST. PETERSBURG, FL 33731-1954

SUBJECT: BLACKWELL & BLACKWELL, P.A.
Ref. Number: W05000034090

We have received your document for BLACKWELL & BLACKWELL, 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):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 105A00046956

LAW OFFICES

ENGLANDER & FISCHER, P.A.

Leonard S. Englander ^{1,2}
Terry L. Hirsch
Ronald W. Gregory, II
George M. Osborne
Ana-Maria Camesoltas ³
Samuel J. Heller
Amy E. Cuykendall
Worth T. Blackwell, of Counsel

721 First Avenue North
St. Petersburg, FL 33701

Post Office Box 1954
St. Petersburg, FL 33731-1954

Phone (727) 898-7210
Fax (727) 898-7218
www.efpalaw.com

¹ Board Certified Business
Litigation Lawyer
² Also Licensed in Colorado
³ Also Licensed in California

H. James Fischer (1946-2004)

July 18, 2005

Corporation Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

Re: Blackwell & Blackwell, P.A.

Dear Sir or Madam:

Enclosed please find the corrected and signed Articles of Incorporation plus one copy as well as the Executed Certificate Designating Place of Business or Domicile for the Service of Process within Florida Naming Agent upon whom Process may be Served plus one copy.

It is our understanding that the original check in the amount of \$78.75 is being held waiting receipt of the corrected and signed documents. For your convenience, a copy of the \$78.75 check to cover the minimum charter tax, filing, certified copy and registered agent fees is enclosed.

Please immediately file the original documents and return to me certified copies of the same in the self-addressed and stamped envelope provided.

Thank you for your attention to this request.

Sincerely,



Worth T. Blackwell

WKB:lh
enclosures

RECEIVED
05 JUL 20 AM 8:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION
OF
Blackwell & Blackwell, P.A.

FILED
2005 JUL 20 A 10:04
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF ST. PETERSBURG, FLORIDA

ARTICLE I — NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation is Blackwell & Blackwell, P.A. The principal place of business of the Corporation is 721 First Avenue North, St. Petersburg, Florida, 33701.

ARTICLE II — REGISTERED OFFICE AND AGENT

The address of the registered office in the state of Florida is 721 First Avenue North, St. Petersburg, Florida, 33701. The name of the registered agent at such address is Kendrick J. Blackwell.

ARTICLE III — CORPORATE PURPOSES, POWERS, AND RIGHTS

3.1 The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in the practice of law and any lawful act or activity for which a professional service corporation engaged in such profession may be organized under the Professional Service Corporation and Limited Liability Company Act and in which such a corporation is permitted to engage under other applicable law.

3.2 In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation and Limited Liability Company Act.

ARTICLE IV — CAPITAL STOCK

4.1 The total number of shares of capital stock the Corporation has the authority to issue is 7500 shares of Common Stock ("Common Stock"), \$1.00 par value per share.

4.2 The designations, voting powers, preferences, and relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets, or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer, or otherwise dispose of all or any part of such remaining assets to any other corporation, trust, or other entity and receive payment therefor in cash, stock, or obligations of such other corporation, trust, or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation, or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by the holder of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does hereby consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the state of Florida or of the United States hereinafter adopted that have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend, or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted, or allowed by such legislative enactments.

ARTICLE V — INCORPORATOR

5.1 The name and mailing address of the incorporator of this Corporation is as follows:

Name	Address
Worth T. Blackwell	721 First Avenue North, St. Petersburg, Florida, 33701

5.2 The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI — BOARD OF DIRECTORS

6.1 All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the Bylaws of the Corporation.

6.2 (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name	Address
Kendrick J. Blackwell	721 First Avenue North, St. Petersburg, Florida 33701
Claudia E. Blackwell	721 First Avenue North, St. Petersburg, Florida 33701

ARTICLE VII — AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the state of Florida, does make, file, and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Dated: July 14, 2005


Incorporator

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

In compliance with the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, the following is submitted:

Blackwell & Blackwell, P.A., with its principal place of business at 721 First Avenue North, St. Petersburg, Florida 33701, has named Kendrick J. Blackwell, located at 721 First Avenue North, St. Petersburg, Florida, 33701, as its agent to accept service of process within Florida.

Having been named to accept service of process for Blackwell & Blackwell, P.A. at the place designated in this certificate, I hereby agree to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties, and the undersigned accepts the duties and obligations of a Registered Agent under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act.

Dated: July 14, 2005

Blackwell & Blackwell, P.A.

By: _____

FILED

2005 JUL 20 A 10:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA