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P/A
SAX

Melanie S. Wilbur
1404 E. Silver Springs Blvd.
Ocala, FL 34471

September 21, 2005

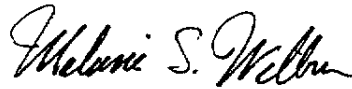
Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation

To Whom It May Concern:

Please find enclosed the original and one copy of my articles of incorporation. A check is also enclosed for \$70.00 for the filing fee.

Yours very truly,



Melanie S. Wilbur

Encl: Articles
Check for filing fee

* MY EIN # IS: 59-3722603

ARTICLES OF INCORPORATION OF
MELANIE S. KOHLER, P.A.
A PROFESSIONAL ASSOCIATION

In compliance with the requirements of Chapter 621 of the Florida Statutes, 2000, the undersigned, all of whom are residents of Marion County, Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation for profit and do hereby certify:

ARTICLE I: NAME OF CORPORATION

The name of the corporation is: Melanie S. Kohler, P.A.

ARTICLE II: PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the Association is located at:

1404 E. Silver Springs Blvd.
Ocala, Florida 34471

The registered agent is:

MELANIE S. WILBUR (f/k/a
MELANIE S. KOHLER
1404 E. Silver Springs Blvd.
Ocala, Florida 34471

ARTICLE III: PURPOSE

The specific purpose, for which the Association is formed, is limited to the practice of law, and in furtherance of this purpose, to:

- A. have and exercise any and all powers, rights, and privileges which a corporation under Chapter 621, Professional Service Corporations and Limited Liability Companies, laws of the State of Florida, by law may now or hereafter have or exercise;
- B. fix, levy, collect and enforce payment, by any lawful means of all charging liens, fees, compensation, and, or, profit earned for services rendered; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against any property the Association may own from time to time;
- C. acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the

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Association; If the transaction involves the expenditure or commitment of corporate funds in excess of \$500,000, then with the affirmative vote of two-thirds of the total eligible votes as provided for in the Bylaws;

D. borrow money, and, if in excess of \$500,000, with the affirmative vote of two-thirds of the total number of eligible votes as provided for in the Bylaws, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. participate in mergers and consolidations with other professional service corporations organized for the same purposes, with the affirmative vote of two-thirds of the total number of eligible votes as provided for in the Bylaws;

F. the Association is organized and shall be operated exclusively for the purposes set for above.

ARTICLE IV: SHARES

The Association shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of \$0.01.

ARTICLE V: DIRECTORS

The initial Board of Directors shall have one (1) member whose name and address is as follows:

MELANIE S. WILBUR (f/k/a
MELANIE S. KOHLER)
1404 E. Silver Springs Blvd.
Ocala, Florida 34471

The number of directors may be raised or lowered by amendment of the Bylaws of the Association but shall in no case be less than one (1).

ARTICLE VI: MEMBERSHIP

The members of the Association shall consist of all of the record owners who are duly licensed or otherwise legally authorized to practice law in the State of Florida.

ARTICLE VII: LIABILITY

No officer, director, or member shall be personally liable for any debt or other obligation of this Association, except as provided for in the Bylaws and the Articles of Incorporation.

ARTICLE VIII: BYLAWS

The Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, upon three-fourths vote of the total number of eligible votes as provided for in the Bylaws, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE IX: AMENDMENT

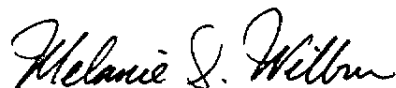
Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by not less than two-thirds of the total number of eligible votes as provided for in the Bylaws. Members may vote in person or by proxy at a special or regular meeting of the members.

ARTICLE X: TERMINATION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds of the total number of eligible votes as provided by the Bylaws. This Article is subject to provisions of Florida Statute 621.10.

ARTICLE XI: INCOPORATOR

The incorporator of this Association is Melanie S. Wilbur (f/k/a Melanie S. Kohler) whose street address is: 1404 E. Silver Springs Blvd., Ocala, Florida 34471.



Incorporator



Date

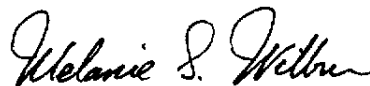
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF 607.051, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: MELANIE S. KOHLER, P.A.
2. The name and address of the registered agent and office is:

MELANIE S. WILBUR (f/k/a/
MELANIE S. KOHLER)
1404 E. Silver Springs Blvd.
Ocala, Florida 34471

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.



Registered Agent



Date

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