

10/13/2005 09:05

HARPER KYNES GELLER BUFORD PA → 18502050731

NO.380

001

Division of Corporations

Page 1 of 1

POS000140005

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000242105 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : HARPER, KYNES, GELLER & BUFORD
Account Number : 070651000745
Phone : (727)799-4840
Fax Number : (727)797-8206

FLORIDA PROFIT CORPORATION OR P.A.

Mensh & Rice, P.A.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED
05 OCT 13 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers OCT 14 2005

ARTICLES OF INCORPORATION
FOR PROFESSIONAL ASSOCIATION
OF
MENSCH & RICE, P.A.

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provision of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

Mensch & Rice, P.A. shall be the name of this Corporation. The principal place of business and mailing address of the Corporation shall be 1700 - 66th Street N., Suite 205, St. Petersburg, FL 33710.

ARTICLE II

EFFECTIVE DATE OF FILING

The effective date of the Articles of Incorporation of Mensch & Rice, P.A. shall be January 1, 2006.

ARTICLE III

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

A. To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by attorneys.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

FILED
05 OCT 13 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R05000242105 3

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 10,000 shares of common stock at \$1.00 per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the Corporation's stock and certificates shall be issued only to attorneys 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 V

DURATION

This Corporation shall have perpetual existence.

ARTICLE VI

SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VII

REGISTERED AGENT

The address of this Corporation's initial registered office shall be 1700 - 66th Street N., Suite 205, St. Petersburg, FL 33710, and the name of its initial registered agent at said address shall be Julia L. Rice. Having been so named to accept said service of process, said registered agent hereby

H05000242105 3

accepts said designation of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator is as follows: Julia L. Rice, 1700 - 66th Street N., Suite 205, St. Petersburg, FL 33710.

ARTICLE IX

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this Corporation shall be:

Myron J. Mensh
1700 - 66th Street N., Suite 205
St. Petersburg, FL 33710

Julia L. Rice
1700 - 66th Street N., Suite 205
St. Petersburg, FL 33710

ARTICLE X

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE XI

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

10/13/2005

09:05

HARPER KYNES GELLER BLUFORD PA → 18502050381

NO.380

005

H05000242105 3

ARTICLE XII

INDEMNIFICATION


The Corporation shall indemnify any officer or director, or any former officers or director, to the full extent permitted by law.

ARTICLE XIII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 30 day of September, 2005.



Julia L. Rice, Incorporator
and Registered Agent

FILED

05 OCT 13 PM 12:07

CLERK OF STATE
TALLAHASSEE, FLORIDA