

P05000143211

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

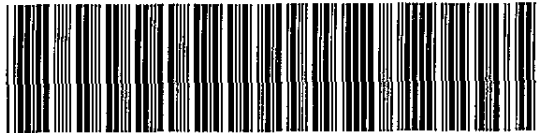
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300060519473

10/20/05--01043--019 \*\*78.75

FILED  
05 OCT 20 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
05 OCT 20 AM 11:55  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

1. Burch OCT 21 2005

# ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, Fl 32308

City/St/Zip

850-222-2785

Phone #

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- GERI WESTFALL, P.A.

2-

3-

4-

Walk-in

Pick-up time ASAP

Certified Copy

Mail-out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION  
FOR  
PROFESSIONAL CORPORATION  
(FS 607.0202 and Chapter 621)**

FILED  
05 OCT 20 PM 3: 18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**I**

*Name of Corporation, Principal Office and Mailing Address*

The name of this corporation shall be **GERI WESTFALL, P.A.**

The principal office of this corporation shall be 33 Winchester Road, Ormond Beach, Florida 32174.

The mailing address of this corporation shall be 33 Winchester Road, Ormond Beach, Florida 32174.

**II**

*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 listing and sale of real estate, and all its fields of specializations, as are engaged in by REALTORS.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be REALTORS in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- 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.

**III**  
*Capital Stock*

1. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at One and NO/100 Dollars (\$1.00) per share par value.
2. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
3. Shares of the corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

**IV**  
*Duration*

The corporation shall have perpetual existence.

**V**  
*Registered Agent*

The address of this corporation's initial registered office is located at 33 Winchester Road, Ormond Beach, Florida 32174 and the name of its initial registered agent at said address is Geraldine M. Westfall.

**VI**  
*Incorporator*

The name and address of the Incorporator is as follows:

**Geraldine M. Westfall, 33 Winchester Road, Ormond Beach, Florida 32174.**

**VII**  
*Board of Directors*

The corporation shall have a Board of Directors consisting of one (1) person. 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 name and address of the initial Director of this corporation is:

**Geraldine M. Westfall, 33 Winchester Road, Ormond Beach, Florida 32174.**

## **VIII**

### *Informal Shareholder Action*

Any action of the Shareholder(s) 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.

## **IX**

### *Severance and Termination of Employment*

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any Shareholder, purchase such Shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

## **X**

### *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.

## **XI**

### *Indemnification*

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

## **XII**

### *By-Law Amendment*

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws 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 4<sup>th</sup> day of October, 2005.

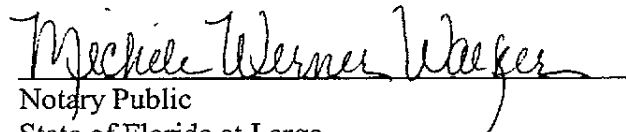
  
\_\_\_\_\_  
Geraldine M. Westfall, INCORPORATOR

**STATE OF FLORIDA**

**COUNTY OF VOLUSIA**

**BEFORE ME**, the undersigned authority, personally appeared, **GERALDINE M. WESTFALL**, who is well known to me to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal at Ormond Beach, in the said County and State, this 4<sup>th</sup> day of October, 2005.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large  
My Commission No:  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, **GERI WESTFALL, P.A.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 33 Winchester Road, Ormond Beach, Florida 32174, in the City of Ormond Beach, County of Volusia, State of Florida, has named **GERALDINE M. WESTFALL** of 33 Winchester Road, Ormond Beach, Florida 32174, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Geraldine M. Westfall, REGISTERED AGENT

FILED  
05 OCT 20 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA