

PA5000144463

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

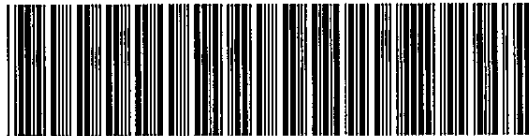
(Document Number)

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

Special Instructions to Filing Officer:

W05-47520

Office Use Only



500060150495

10/14/05--01040--002 \*\*78.75

FILED

05 OCT 24 PM 12:08

CLERK OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

05 OCT 14 PM 12:15

CLERK OF STATE  
TALLAHASSEE, FLORIDA

T. Burch OCT 25 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- MARC GRIFFIN SPALDING, 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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

05 OCT 24 AM 11: 59  
DIVISION OF CORPORATION

October 17, 2005

ATTORNEYS' TITLE

SUBJECT: MARC GRIFFIN SPALDING, P.A.  
Ref. Number: W05000047520

We have received your document for MARC GRIFFIN SPALDING, 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):

The specific nature of business of the professional association must be stated in the document.

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) 245-6928.

Tim Burch  
Document Specialist  
New Filings Section

Letter Number: 605A00063080

FILED  
05 OCT 24 PM 12: 09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**FOR**  
**MARC GRIFFIN SPALDING, P.A.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a *Professional Service Corporation* for profit under the laws of the State of Florida.

**ARTICLE I.**

The name of the corporation is *Marc Griffin Spalding, P.A.* The street and mailing address of the corporation is 1900 Moseley Avenue, Palatka, Florida 32177.

**ARTICLE II.**

The corporation is organized solely for the purpose of engaging in business as a "Broker" and/or "Broker Associate" or otherwise, as licensed by the Department of Business and Professional Regulation, pursuant to Florida Statutes Chapter 475. All Shareholders of this corporation shall be licensed by the Department of Business and Professional Regulation, pursuant to Florida Statutes Chapter 475.

**ARTICLE III.**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock, each share having a \$1.00 par value.

**ARTICLE IV.**

The initial Officers of this corporation, who shall serve until the first meeting of the Board of Directors and until their successors are elected and qualified, are:

Marc Griffin Spalding, President,  
Secretary/Treasurer  
1900 Moseley Avenue  
Palatka, Florida 32177

**ARTICLE V.**

This corporation shall have perpetual existence.

**ARTICLE VI.**

The name, street and mailing address of the Incorporator is:

Marc Griffin Spalding  
1900 Moseley Avenue  
Palatka, Florida 32177

#### **ARTICLE VII.**

The power of the Incorporator shall terminate upon the filing of this certificate. The name, street address and mailing address of the first Board of Directors, shall be one in number and shall be as follows:

Marc Griffin Spalding  
1900 Moseley Avenue  
Palatka, Florida 32177

#### **ARTICLE VIII.**

The business of the Corporation shall be managed by the Stockholders of the Corporation, who shall act as the Board of Directors. New Stockholders shall automatically become entitled to act as members of the Board Of Directors, upon their names, as stockholders, being duly entered upon the corporate books.

#### **ARTICLE IX.**

The corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the Statutes of Florida, and all rights and powers conferred on Directors and Stockholders herein granted are subject to this reservation. A majority vote of all stockholders present and entitled to vote at a duly constituted meeting called for that purpose shall be necessary to amend these Articles of Incorporation.

#### **ARTICLE X.**

The Board of Directors is expressly authorized to make, alter or repeal By-Laws of the corporation. Action shall be by a majority of the Board of Directors present at any regular or special meeting called for that purpose.

#### **ARTICLE XI.**

All shareholders shall have preemptive rights to subscribe to any shares of stock of any kind to be issued in the future. Ownership of fractional shares of stock are prohibited.

#### **ARTICLE XII.**

The private property of the Stockholders of the corporation shall not be subject to the payment of corporate debts.

#### **ARTICLE XIII.**

No person shall be liable to the corporation for any loss or damage suffered by it on

account of any action taken or omitted to be taken by him as a director or officer of the corporation in good faith, if such person (i) exercised or used the same degree of diligence, care and skill as an ordinarily prudent man would have exercised or (ii) took, or omitted to take, such action in reliance upon advice of counsel for the corporation, or upon statements made or which he had reasonable grounds to believe to be true because they were made by officers or employees of the corporation, or were based upon a financial statement of the corporation prepared by an officer or employee of the corporation in charge of its accounts, a certified public accountant or a firm of certified public accountants.

#### ARTICLE XIV.

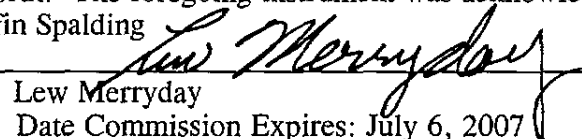
The corporation may indemnify every person, his heirs, executors and administrators, against any and all judgments, fines, amounts in settlement and reasonable expenses, including attorney's fees, incurred by him in connection with any claim, action, suit or proceeding (whether actual or threatened, brought by or in the right of the corporation or otherwise, (civil, criminal, administrative or investigative, including appeals), to which he may be or is made a party by reason of his being or having been a director or officer of the corporation or at its request, or any other corporation owned or controlled by this corporation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record this Certificate, and certify that the facts herein stated are true. This October 11, 2005.

  
MARC GRIFFIN SPALDING

STATE OF FLORIDA  
COUNTY OF PUTNAM

Before me, the undersigned authority, personally appeared Marc Griffin Spalding, who subscribed the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth. The foregoing instrument was acknowledged before me October 11, 2005, by Marc Griffin Spalding

Signature of Notary Public: 

Print, Type or Stamp Commissioned Name: Lew Merryday

Commission #: DD229295 Date Commission Expires: July 6, 2007

(Check one) Personally known \_\_\_\_\_ or produced identification ☒

Type of Identification Produced: FLA. DRIVER'S LICENSE #: S143-547-59-259-0

(recommend driver's license, or other picture I.D.) (please include State of issuance, I.D. number or otherwise adequately describe identification produced)

And attach to this document My Documents\M\Marc Spalding, P.A.\Corporation.wpd

**MARC GRIFFIN SPALDING, P.A.  
DESIGNATION OF REGISTERED OFFICE  
AND REGISTERED AGENT**

Pursuant to the provisions of F. S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name, street and mailing address of the corporation is *Marc Griffin Spalding, P. A.*, 1900 Moseley Avenue, Palatka, Florida 32177.
2. The name and address of the registered agent is Marc Griffin Spalding, 1900 Moseley Avenue, Palatka, Florida 32177.
3. The street and mailing address of the registered office is 1900 Moseley Avenue, Palatka, Florida 32177.

**ACCEPTANCE**

Having been named as registered agent and designated to accept service of process for the above corporation, 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 I am familiar with and accept the obligations of my position as registered agent.

  
MARC GRIFFIN SPALDING

FILED  
05 OCT 24 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA