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ALLIANCE, FLORIDA

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**COVER LETTER**

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

Law Offices of David Candelaria, P.A.

**SUBJECT:** \_\_\_\_\_  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM:

David G. Candelaria

Name (Printed or typed)

375 Brier Rose Lane

Address

Orange Park Florida 32065

City, State & Zip

904-403-6077 or 904-807-3139

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

## ARTICLES OF INCORPORATION

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### LAW OFFICES OF DAVID CANDELARIA, P.A.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit in compliance with Chapter 607 and/or Chapter 621 of the Florida Statutes.

2005 NOV -8 A 10:30

TALLAHASSEE, FLORIDA

#### I. ARTICLE - NAME

The name of the corporation shall be:

LAW OFFICES OF DAVID CANDELARIA, P.A., (hereinafter, referred to as "Corporation"), and its duration shall be perpetual.

#### II. ARTICLE - PRINCIPAL OFFICE

The principal **place of business** for the Corporation shall be:

375 Brier Rose Lane, Orange Park, Florida 32065. Client's of the Corporation will be required to maintain contact with the Corporation as provided in the Bylaws.

The principal **place for receiving mail** for the Corporation shall be:

P.O. 65985, Orange Park, Florida 32065.

#### III. ARTICLE - PURPOSE

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida, relating to the providing of legal services and the rendering of legal advice.

#### IV. ARTICLE - INCORPORATOR

The name and address of the Incorporator of this Corporation is:

David G. Candelaria  
375 Brier Rose Lane  
Orange Park, Florida 32065  
[davidcandelaria@bellsouth.net](mailto:davidcandelaria@bellsouth.net)

## **V. ARTICLE - OFFICERS**

The name(s) of officers who are to manage all of the affairs of this Corporation shall be:

President: David G. Candelaria

Secretary: Catherine Ann Candelaria

Treasurer: David G. Candelaria

## **VI. ARTICLE - DUTIES OF OFFICERS**

The duties of the officers of the Corporation shall be as provided in the Bylaws. The number of officers, their designation, qualifications, terms of office, and manner of election shall be as provided in the Bylaws.

## **VII. ARTICLE - CORPORATE CAPITALIZATION**

- A. The maximum number of shares that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the par value of \$1.00 Per Share.
- B. No Holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the President may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that may deem advisable in connection with such issuance.
- C. The President of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether or hereafter authorized, for such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.
- D. The President may, classify or reclassify any issued stock from time to time by setting or changing the preferences, conversions of other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **VIII. ARTICLE - SUB-CHAPTER S CORPORATION**

- A. The Corporation elects to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1362, Internal Revenue Code, and furthermore,

that the officers of the above named professional service corporation be hereby authorize and direct to effect such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

- B. Each share of stock issued by this Corporation shall contain the following legend: "The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code, as amended."

#### **IX. ARTICLE - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **X. ARTICLE - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **XI. ARTICLE - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **XII. ARTICLE - REGISTERED AGENT**

The name and address of the initial agent for service of process is:

David G. Candelaria  
375 Brier Rose Lane  
Orange Park, Florida 32065

#### **XIII. ARTICLE - BYLAWS**

The President of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation at any time.

**XIV. ARTICLE - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

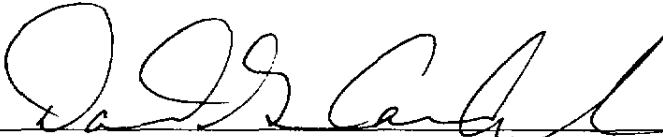
**XV. ARTICLE - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute or the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto granted subject to this reservation.


**XVI. ARTICLE - LIMITATION OF LIABILITY**

A officer of the Corporation shall not be liable to the Corporation or its shareholders for any monetary damages for conduct as a officer. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a officer of the Corporation for or with respect to any acts or omissions of such officer occurring prior to such amendment or repeal.

**IN WITNESS WHEREFORE**, I hereunto set my hand and seal, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 4<sup>th</sup> day of November, 2005. Furthermore, having been named as registered agent to accept service of process for the Corporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
David G. Candelaria - Signature of Registered Agent

11/4/05  
Date

  
David G. Candelaria - Signature of Incorporator

11/4/05  
Date