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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

12-21-05

COVER LETTER

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

SUBJECT: Patterson & Traynham, P.A.

(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: Jerry G. Traynham

Name (Printed or typed)

315 Beard Street

Address

Tallahassee, Florida 32302

City, State & Zip

(850) 224-9181

Daytime Telephone number

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

ARTICLES OF INCORPORATION OF PATTERSON & TRAYNHAM, P.A.

The undersigned, desiring to form a professional corporation in accordance with Chapter 607 and 621, Florida Statutes, for the practice of law, do now adopt the following Articles of Incorporation.

ARTICLE ONE — NAME

The name of the corporation shall be Patterson & Traynham, P.A.

ARTICLE TWO — PRINCIPAL OFFICE

The place in Florida where the corporation's principal office is to be located is Leon County, City of Tallahassee. The offices of the corporation will initially be located at 315 Beard Street, Tallahassee, Florida 32303.

ARTICLE THREE — SPECIFIC PURPOSES

The specific purposes for which the corporation is organized are as follows:

- A. To engage in the specific business of the practice of law as a law corporation and to carry on services incident to such law practice. Such practice of law is the sole and exclusive professional service to be rendered by the corporation;
- B. To engage generally in the business of a law corporation as the same is now or later defined by statute, rule and regulation, and in connection with the same to own property, to enter into contracts, and to transact any lawful business related to such law practice;
- C. To engage in such other business incidental to the practice of law as a law corporation as may be authorized or permitted by the laws of the State of Florida and the United States.

ARTICLE FOUR — STOCK

The total number of shares of stock of all classes that the corporation has authority to issue is 100 shares of common stock, no par value. All of the stock of the corporation must be held by no more than 10 natural persons, all of whom are residents of the State of Florida and are licensed by the Florida Supreme Court as members of the Florida Bar Association, in good standing. This provision is intended to be construed to qualify the corporation as an "S Corporation" for purposes of making an election under 26 U.S.C. § 1362(a).

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TALLAHASSEE, FLORIDA

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ARTICLE FIVE — INITIAL OFFICERS AND DIRECTORS

The number of directors of the corporation shall be two (2), which number may be increased or decreased pursuant to the bylaws of the corporation, but shall never be less than two (2). The officers of the corporation shall be the President, Vice President, Secretary and Treasurer.

The names and addresses of the persons who are appointed to act as directors until the first annual meeting or until their successors are duly chosen and qualified are:

Name	Address
Benjamin R. Patterson	3701 Pine Tip Road, Tallahassee, Florida 32312
Jerry G. Traynham	4335 Buttercup Way, Tallahassee, Florida 32311

The initial officer of the corporation, who shall serve until the first annual meeting or until their successors are duly chosen and qualified are: Benjamin R. Patterson shall initially serve as President and Treasurer of the Corporation; Jerry G. Traynham shall initially serve as Vice President and Secretary of the Corporation.

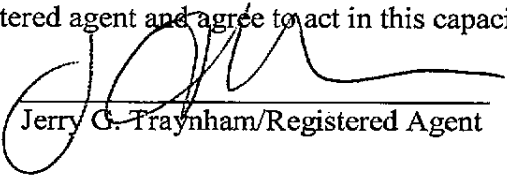
The officers of the corporation will serve at the pleasure of its board of directors. The corporation will be managed, in the interim periods between meetings of the board, by the officers of the corporation.

ARTICLE SIX — REGISTERED AGENT

The initial registered agent of the corporation shall be:

Jerry G. Traynham
315 Beard Street
Tallahassee, Florida 32303

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Jerry G. Traynham/Registered Agent

12/21/2005
Date

ARTICLE SEVEN — DURATION

The duration of the corporation shall be perpetual.

ARTICLE EIGHT — DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of a majority of the outstanding shares of the corporation. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders *pro rata*, each shareholder to participate in the distribution in direct proportion to the number of shares held by the individual.

ARTICLE NINE — PARTICULAR ACTIONS

The following corporate actions shall require the affirmative consent of a majority of the outstanding and issued shares:

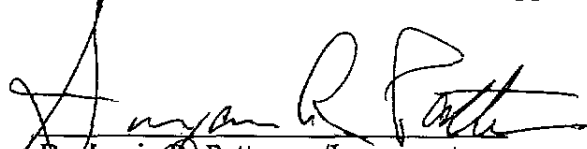
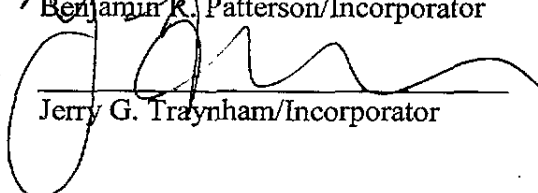
1. Amendment of the Articles of Incorporation or By-Laws.
2. Hiring, firing, or changing compensation of corporate officers or staff.
3. Issuance of stock or addition of new stockholders.
4. Expenditure of corporate funds exceeding Ten Thousand Dollars (\$10,000.00).

ARTICLE TEN — INCORPORATORS

The names and addresses of the incorporators of the corporation are:

Name	Address
Benjamin R. Patterson	3701 Pine Tip Road, Tallahassee, Florida 32312
Jerry G. Traynham	4335 Buttercup Way, Tallahassee, Florida 32311

The undersigned incorporators of this corporation, have executed these Articles of Incorporation at Tallahassee, Florida, on the dates set forth opposite their names below.

 Benjamin R. Patterson/Incorporator	<u>12/21/2005</u> Date
 Jerry G. Traynham/Incorporator	<u>12/21/2005</u> Date