

P0600000262

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

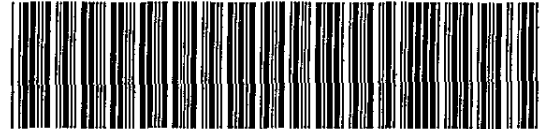
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



200062499482

01/05/06--01014--003 \*\*87.50

FILED  
06 JAN -5 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/9/06

**Lynum & Sanchez, P.A.**  
**Attorneys & Counselors at Law**  
35 West Pine Street, Suite 221  
Orlando, FL 32801  
Ph. 407-236-0502  
Fax. 407-236-0444

December 30, 2005


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

Re: Lynum & Sanchez, P.A.

Enclosed is an original and one copy of the Articles of Incorporation, and a check for \$87.50 to cover the filing fee, certified copy, and certificate of status.

If you should have any questions please feel free to call.

Regards,



E. Juan Lynum

**ARTICLES OF INCORPORATION**

**FOR**

**LYNUM & SANCHEZ, P.A.**

The undersigned, duly licensed to practice law in the state of Florida, as incorporator of a corporation under Chapters 607 and 621, adopt the following Articles of Incorporation for such organization.

**Article I:**

The name of the corporation shall be

Lynum & Sanchez, P.A.

**Article II:**

The Principal Place of Business Address

35 West Pine Street, Suite 221, Orlando, Florida, 32801.

The Mailing Address is:

35 West Pine Street, Suite 221, Orlando, Florida, 32801.

**Article III:**

The Purpose for which this corporation is organized is:

To transact Any Lawful Business for which corporations may be incorporated under the Florida General Corporations Act, as amended and to engage in any trade or business which can, in the opinion of the Boar of Directors of the corporation, can be advantageously carried on in connection with the foregoing business;

FILED  
06 JAN -5 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing;

To carry out any business occupation, undertaking, enterprise and exercise any power or authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, and as amended, it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as amended.

#### **Article IV**

The number of Shares the corporation is authorized to issue:

The aggregate number of the shares of stock shall be Five Thousand (5,000) shares of common capital voting stock, each having no par value. Each stockholder shall have the right to purchase subscribe for or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

- (1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Article of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof; or
- (2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or

instruments conferring on the holder the right to subscribe for or purchase  
from the Corporation any shares of its stock of any class or classes.

#### Article V

The Name and Florida Street Address of the Registered Agent is:

Desiree Sanchez, Esq.

35 West Pine Street, Suite 221

Orlando, FL 32801

Having Been named as registered agent to accept services 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.

Registered Agent Signature: \_\_\_\_\_

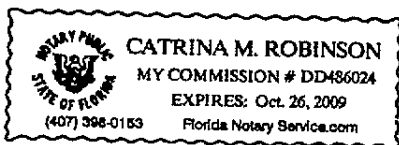
Date: 12/30/05

STATE OF FLORIDA )

COUNTY OF ORANGE )

SUBSCRIBED AND SWORN BEFORE ME this 30 day of December, 2005, by,

**DESIREE SANCHEZ**, personally known to me to be the signer hereof.



Catrina M. Robinson

NOTARY PUBLIC

State of Florida at Large

My Commission Expires: 10/26/09

---

## **Article VI**

The Name and Address of the Incorporator is:

E. Juan Lynum, Esq.

411 Rock Lake Drive

Orlando, FL 32805

## **Article VII**

The Initial Number of Directors of the Corporation are 2 (two):

Title: Director

E. Juan Lynum, Esq.

411 Rock Lake Drive

Orlando, FL 32805

Title: Director

Desiree Sanchez, Esq.

524 Peterson Place

Orlando, FL 32805

## **Article VIII**

The Business of the Corporation shall be conducted and managed by its board of directors, and such Board of Directors shall not consist of less than one (1) and not more than two (2) Directors. A majority of the first Board of Directors as named above shall have the power to approve and adopt the By-Laws of this corporation until their successors are named and appointed.

The qualifications, time and place of election and term of office of each Director shall be as provided in the By-Laws of the Corporation.

The Officers of this Corporation may consist of a President, Vice-President, Secretary, Treasurer, and such other officers and agents as may be provided for by the Bylaws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-laws.

#### **Article IX**

No contract or other transaction between the Corporation and any other Corporations, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation. Any Director individually, or any firm in which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the

Board of Directors which shall authorize any such contact or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or officer of such other Corporation or not so interested.

## **Article X**

**Stockholder Agreements.** The Corporation and its stockholders or the Stockholders among themselves, may enter into agreements, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the corporation of the Stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

**Indemnification of Directors.** The Corporation shall indemnify any Director who by virtue of his being an officer or Director of this Corporation, is made a part to any action or proceeding, except when such Director is adjudged guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

**Director Liability.** No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent person would have exercised in the conduct of his own affairs.



Reimbursement of Directors. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the corporation shall reimburse the Director for all reasonable expenses incurred by him or her in the course of the action or proceedings.

#### **Article XI**

The Directors shall not be liable for illegal dividends or distributions made by the Corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents or records as to the financial condition of the Corporation.

#### **Article XII**

These Articles of Incorporation are amendable upon approval of the Board of Directors of proposals submitted by the Stockholders and subsequently approved at a Stockholders meeting by fifty-one (51%) percent of the stock entitled to vote.

The amending process may be suspended and amendments made upon written approval by all of the Shareholders.

#### **Article XIII**

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the Corporation without first offering such shares for sale to the Corporation at the net asset value thereof. Such offer shall be in writing, signed by the Stockholder, shall be sent by registered or certified mail to the Corporation for a period of (30) thirty days from the date of mailing. If the Corporation

fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of the Stockholder, the Corporation shall have the right to purchase all shares owned by such Stockholder immediately after his death on the terms set forth above, and this provision shall be binding on the executor, administrator, personal representative, heirs, successors and assigns of each Stockholder.

Each share certificate issued by the Corporation shall have printed or stamped thereon the following legend: "THESE SHARES ARE SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

The Effective Date for this Corporation shall be:

**January 1, 2006**

Incorporator Signature: \_\_\_\_\_

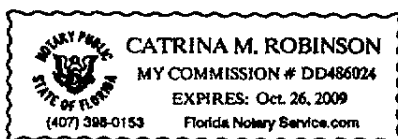
Date: 12/30/05

FILED  
06 JAN -5 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA      )

COUNTY OF ORANGE    )

SUBSCRIBED AND SWORN BEFORE ME this 30 day of December, 2005, by, E. JUAN LYNUM, personally know to me to be the signer hereof.



Catrina M. Robinson  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires: 10/26/09