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### MARSHALL C. DEASON, JR.

BOARD CERTIFIED REAL ESTATE LAWYER

AmSouth Bank Building 3902 Henderson Boulevard, Suite 203 Tampa, Florida 33629-5034 (813) 250-3909 FAX (813) 960-8902

E-mail: mdeason@tampabay.rr.com Web site: www.lawyers.com/deasonlaw

August 31, 2006

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

Re: William Durrance, P.A.

Dear Sir or Madam:

I am enclosing the following items:

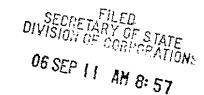
- 1. Articles of Incorporation of William Durrance, P.A.
- 2. Check in the amount of seventy eight dollars and seventy five cents (\$78.75) in payment of the filing fee, the designation of registered agent, and the cost of a certified copy.

Please file this corporation and send me a certified copy of the certificate of incorporation. If you have any questions or need any further information, please let me know.

Marshall C. Deason, Jr.

MD/jb enclosures

cc: William Durrance



# Articles of Incorporation

OF

# William Durrance, P.A.

The undersigned subscriber to these articles of incorporation, being duly licensed to practice veterinary medicine under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

#### Article I. NAME

The name of the professional service corporation is William Durrance, P.A.

#### Article II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation 3229 24<sup>th</sup> Street, S.E., Ruskin, Florida 33570.

#### Article III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of real estate sales. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

#### Article IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

#### Article V. CAPITAL STOCK

The capital stock of the professional service corporation shall be one thousand (1,000) shares of common stock, having a par value of ten cents (\$0.10) per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed as a real estate broker in the State of Florida.

#### Article VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 3229 24th

Street, S.E., Ruskin, Florida 33570. The name of the initial registered agent at that address is William Durrance.

#### Article VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors is:

Name Address

William Durrance 3229 24<sup>th</sup> Street, S.E., Ruskin, Florida 33570

#### Article VIII. SUBSCRIBER

Name Address

William Durrance 3229 24<sup>th</sup> Street, S.E., Ruskin, Florida 33570

#### Article IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice veterinary medicine in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

#### Article X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of

incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on August 24, 2006.

William Durrance

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing articles of incorporation were acknowledged before me on this 24 th day of August, 2006, by William Durrance.

Notary Public -- State of Florida

Print, Type, or Starrie Bathe of Notary Bublic

Commission number

Commission expiration date

Personally Known ..... OR Produced Identification .....

Type of Identification Produced ......

(Seal)

## **Acceptance by Registered Agent**

THE UNDERSIGNED *William Durrance* hereby accepts appointment as registered agent of:

## William Durrance, P.A.,

effective as of t	he date of filing	of the articles	of incorporation	of said com	noration
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William Durrance

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of August, 2006, by *William Durrance*, who is personally known to me or who produced Florida driver's license as identification, and who did take an oath.

Melissa J Cook
My Commission DD237757
Expires August 03, 2007

Melisae J. Gok Notar-Public

Melissa J. Cook
Printed name of notary

Commission No. DD 237757

My commission expires: Nugust 03, 7007