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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : PHOENIX LAW PARTNERS, P.A.  
Account Number : I20030000088  
Phone : (239)461-0024  
Fax Number : (239)461-0083

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Phoenix Bankruptcy Partners PA**

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**ARTICLES OF INCORPORATION  
For a Domestic Corporation**

Pursuant to the laws of the State of Florida, to wit Chapter 621 of the 2002 Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a corporation ("the Corporation"):

**ARTICLE I**

The name of the corporation is:

**Phoenix Bankruptcy Partners PA**

**ARTICLE II**

The principal office shall be located at  
12800 University Drive, Suite 260, in the County of Lee, State of  
Florida.

The mailing address is  
12800 University Drive, Suite 260, Fort Myers, Florida 33907.

**ARTICLE III**

The Corporation shall adopt bylaws that conform to these Articles by unanimous consent of the initial shareholders ("Bylaws"). The Bylaws shall always be construed to conform to these Articles or, if any paragraph or section of the Bylaws cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Bylaws shall be stricken as if it had never been adopted into the Bylaws so that the Bylaws conform to these Articles. The Bylaws shall otherwise be amendable and/or address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

**ARTICLE IV**

Pursuant to Sections 607.0801(1) and 607.0732(1)(a) of the 2001 Florida Statutes, the Corporation will have no board of the directors, but shall, instead, act under the direction of the shareholders (each a "Shareholder"), always pursuant to these Articles and the Bylaws. The Shareholders shall, nonetheless, bear all of the fiduciary responsibilities of directors pursuant to State of Florida law, as well as the laws of any other jurisdiction, when acting in decisional, administrative, custodial and other capacities in the direction of the Corporation's powers that are

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normally associated with directors as set forth in Section 607.0801(2) of the 2001 Florida Statutes.

#### **ARTICLE V**

The Corporation is formed under Chapter 621 of the 2002 Florida Statutes and shall perform legal services under the direction of one or more Shareholders admitted to The Florida Bar and licensed to practice law in the State of Florida when performing legal services requiring admission to The Florida Law, or under the direction of one or more Shareholders admitted the State Bar of Michigan and licensed to practice law in the State of Michigan when performing legal services requiring admission to the State Bar of Michigan, or under the direction of one or more Shareholders admitted to the bar of any other jurisdiction and licensed to practice law in that jurisdiction when performing legal services requiring admission and licensure to practice law in a particular jurisdiction.

#### **ARTICLE VI**

The total authorized shares:

1. Common Shares: Ten thousand (10,000) One and No/100 Dollars (\$1.00) par value Class A shares; no other classes are authorized.
2. Preferred Shares: None authorized.

The shares in the Corporation shall be of one class, each share maintaining proportional voting rights. Distributions shall be made in accordance with the Florida Business Corporation Act and as otherwise specified in these Articles and the Bylaws.

The shares are further limited in that all Shareholders must be natural persons and citizens of the United States of America, lawyers licensed admitted to The Florida Bar, and must consent to an election to be treated as a small business corporation within the meaning of Subchapter S of the Internal Revenue Code of 1986, as amended, ("IRC") by executing all documents necessary to effect the IRC Subchapter S election.

The shares shall have no other limitations other than those specifically mandated by the Florida Business Corporation Act or as specified in these Articles or the Bylaws.

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**ARTICLE VII**

The initial registered agent is  
Noelle M Melanson, Esq.

Service of process may be made on the registered agent at  
12800 University Drive, Suite 260, in the County of Lee, State of  
Florida, with the postal zip code being 33907.

**ARTICLE VIII**

The incorporator is  
Noelle M Melanson, Esq.

The address of the incorporator is  
12800 University Drive, Suite 260, in the County of Lee, State of  
Florida, with the postal zip code being 33907.

**ARTICLE IX**

The Corporation may engage in any activity permitted by the Florida Business Corporation Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Corporation acts.

**ARTICLE X**

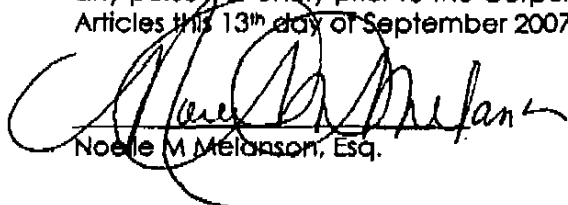
Except as a result of business operations, these Articles and the Bylaws shall always be construed such that the Corporation will qualify for and continue to satisfy the requirements of IRC Subchapter S, including Department of the Treasury, Internal Revenue Service regulations, rulings, procedures and other pronouncements thereunder. If any section, paragraph, sentence or term of these Articles and/or the Bylaws cannot be reasonably construed to conform to IRC Subchapter S, each offensive section, paragraph, sentence and/or term of these Articles and/or the Bylaws shall be stricken as if it had never been adopted into these Articles and/or the Bylaws so that these Articles and/or the Bylaws conform to IRC Subchapter S.

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**ACKNOWLEDGMENT**

I, the incorporator of the Corporation, and without personally assuming or ratifying any prior contracts or promises made on behalf of the Corporation by any person or entity prior to the Corporation's formation, if any, execute these Articles this 13<sup>th</sup> day of September 2007.

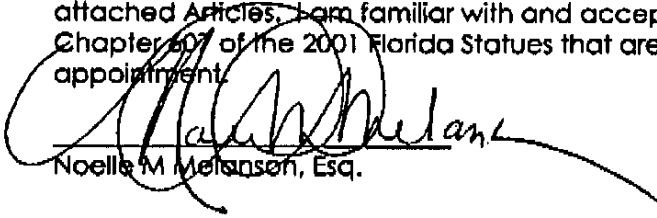


Noelle M. Melanson, Esq.

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ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF  
Phoenix Bankruptcy Partners PA

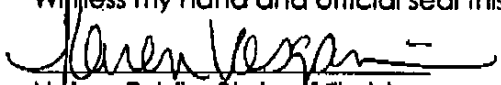
I hereby accept the appointment as resident agent as designated in the attached Articles. I am familiar with and accept the obligations mandated by Chapter 607 of the 2001 Florida Statutes that are associated with the appointment.

  
Noelle M. Melanson, Esq.

State of Florida )  
County of Lee )

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Noelle M. Melanson, Esq., known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 13<sup>th</sup> day of September 2007.

  
Notary Public, State of Florida  
My commission number is:  
My commission expires:

  
Notary Public State of Florida  
Karen Vosganian  
My Commission DD527168  
Expires 03/09/2010

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