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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KS

12/4/07

COVER LETTER

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

SUBJECT: Geoffrey Parmer, 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: Geoffrey Parmer

Name (Printed or typed)

3917 West San Pedro Street

Address

Tampa, FL 33629

City, State & Zip

813-205-3463

Daytime Telephone number

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

**ARTICLES OF INCORPORATION
FOR
GEOFFREY PARMER, P.A.**

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07 DEC -3 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, and an Attorney at Law duly licensed in the State of Florida to render services as such, hereby presents these Articles for the formation of a corporation under the Professional Services Corporation Act, and other laws of the State of Florida.

**ARTICLE I
NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS**

The name of this corporation is Geoffrey Parmer, P.A., with its principal office located at 2525 Park City Way, Tampa, Florida 33609, and its mailing address of 2525 Park City Way, Tampa, Florida 33609.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business if the practice of law;

To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services;

To do any and every thing necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry out

any lawful pursuit necessary or incidental to the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict, in any manner, the purpose of this corporation otherwise permitted by law.

ARTICLE III CAPITAL STOCK

The number of shares of stock this corporation is authorized to issue is 100 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to begin upon the filing of these Articles of Incorporation with the Secretary of State and thereafter to exist perpetually.

ARTICLE V REGISTERED AGENT AND OFFICE

The initial street address of the Registered Agent for this corporation in the State of Florida is 3917 West San Pedro Street, Tampa, Florida 33629. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the Registered Agent is Geoffrey Parmer, whose address is 3917 West San Pedro Street, Tampa, Florida 33629.

**ARTICLE VI
DIRECTORS**

The corporation shall have one (1) Director initially. The number of Directors may be increased or decreased periodically through bylaws adopted by the Directors, but at no time shall be less than one (1).

**ARTICLE VII
INITIAL DIRECTORS**

The name and address of the initial director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Geoffrey Parmer	3917 West San Pedro Street, Tampa, FL 33629

**ARTICLE VIII
SUBSCRIBER**

The name and address of the subscriber of these Articles of Incorporation, who is an attorney duly licensed to practice law in the State of Florida, the number of shares of stock he agrees to take, and the value of the consideration therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Geoffrey E. Parmer	3917 W. San Pedro Street Tampa, FL 33629	100	\$100.00

**ARTICLE IX
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement

manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE X CUMULATIVE VOTING FOR DIRECTORS

At all elections for Directors for this corporation, each Stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he sees fit.

ARTICLE XI CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of the corporation is interested in, or is a Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm, or corporation is a party in any way with such person, firm, or corporation, and any person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

**ARTICLE XII
REMOVAL OF DIRECTORS**

Any Director of this corporation may be removed at any annual or special meeting of the Stockholders by the same vote required to elect a Director.

**ARTICLE XIII
RESTRAINT OR ALIENATION OF SHARES**

The Stockholders of this corporation shall have the power to include in the by-laws adopted by a three-fourths (3/4) majority of the Stockholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Stockholders. The manner and form, as well as the relevant terms, conditions, and details hereof, shall be determine by the Stockholders of this corporation; provided, however, that such regulatory or restrictive provision shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

**ARTICLE XIV
ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the corporation shall have all and singular of the following powers:

- A. The corporation shall have the power to enter into, or become a partner in any arrangement for sharing of profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue;

- B. The corporation shall have the power to deny to the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type of stock of this corporation;
- C. The corporation shall have the power, at its option, to purchase or acquire any or all of its shares owned and held by any such Stockholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the by-laws adopted by the Stockholders of this corporation setting forth the terms and conditions of such purchase, provided, however, that the capital of the corporation is not impaired;
- D. The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: 1) a pension plan; 2) a profit sharing plan; 3) a stock bonus plan; 4) a thrift and savings plan; 5) a qualified stock option plan; and, 6) other retirement or incentive compensation plans.

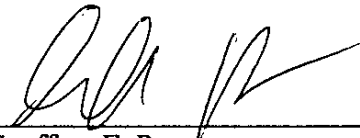
ARTICLE XV AMENDMENT- NATURE OF BUSINESS

In the event the ownership of shares of this corporation shall be transferred into the hands of others who are not qualified to own such shares under the provisions of the Professional Service Corporation Act, the members of the Board of Directors of this corporation shall have the power to fill any vacancy existing in the Board of Directors; and all of the Directors and all of the Stockholders of the corporation shall have the power to amend these Articles of Incorporation to effect a change in the nature of the business provided in Article II herein, so that this corporation shall have the power to conduct any business authorized by section 607, Florida Statutes, except that the corporation shall not become or conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, or state fair or exposition, provided that all of the Directors and Stockholders sign a written statement manifesting their intention that the amendment of these Articles

of Incorporation therein set forth be made, and the said written statement is filed in the Office of the Secretary of State in accordance with the provisions of section 607.181, Florida Statutes. In the event of such change of business purpose, this corporation shall not continue to render professional services to the public generally rendered by an attorney at law.

Statement of Registered Agent

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.



Geoffrey E. Parmier
Registered Agent

11-30-07
Date



Geoffrey E. Parmier
Incorporator and Subscriber

11-30-07
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA