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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**DENNIS W. NEWMAN, P.A.**

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ARTICLES OF INCORPORATION  
OF  
DENNIS W. NEWMAN, P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a professional association (herein called the "Corporation") under Chapters 607 and 621, Florida Statutes, in the practice of law, and for the purpose of forming a corporation under the Florida Professional Service Corporation and Limited Liability Company Act, §621, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: DENNIS W. NEWMAN, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be

6070 N. FEDERAL HIGHWAY  
BOCA RATON, FL 33487

ARTICLE III - NATURE OF BUSINESS

The purposes for which the Corporation is formed are to practice the profession of law and to:

1. Engage in every phase and aspect of the practice of law; provided however, that the professional services involved in the Corporation's practice of law shall be rendered only through those of its directors, officers, employees and agents who are duly licensed and authorized to practice law in the State of Florida; and
2. Invest the funds of the Corporation in real estate, mortgages, stocks, bonds and any other types of investments and to purchase, own, hold rent lease or otherwise dispose of real and personal property; provided, however that such investments are necessary for or incidental to the practice of law by this Corporation; and
3. Engage in any lawful act or activity for which professional corporations or associations may be formed under Chapters 607 and 621 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of Common Stock, for a nominal or par value of \$1.00 per share.

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#### ARTICLE V - CORPORATE ELECTION

The corporation elects to be governed by the provisions of the Florida Professional Service Corporation and Limited Liability Company Act, §621, Florida Statutes.

#### ARTICLE VI - TERM OF EXISTENCE

This Corporation is to exist perpetually.

#### ARTICLE VII - LIMITATION ON STOCK

This Corporation may issue its capital stock only to persons who are duly licensed or otherwise legally authorized to practice law in the State of Florida. A Shareholder of the Corporation may sell or transfer his shares only to other individuals who are duly licensed and otherwise legally authorized to practice law in the State of Florida. Every Shareholder, upon sale for cash of any new stock in this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others. The initial Shareholder of the Corporation is Dennis W. Newman, Esq.

#### ARTICLE VIII - SEVERANCE AND TERMINATION

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any stockholder, purchase such stockholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### ARTICLE IX - STOCK REDEMPTION

By action of its Board of Directors without prior approval of the Shareholder, the Corporation may purchase or redeem shares of any class of stock issued by the Corporation in accordance with such terms and conditions as the Corporation and the applicable Shareholder may determine.

#### ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officers and directors to the full extent permitted by Florida law.

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#### ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office and agent of this corporation is:

DENNIS W. NEWMAN, ESQ.  
6070 N. FEDERAL HIGHWAY  
BOCA RATON, FL 33487

#### ARTICLE XII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, or by a resolution of the majority of the shareholders, but shall never be less than one (1). The names and addresses of the initial Officer and Director of this corporation are:

DENNIS W. NEWMAN, ESQ.  
Director, Pres., VP, Treasurer, Secy  
6070 N. FEDERAL HIGHWAY  
BOCA RATON, FL 33487

#### ARTICLE XIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

DENNIS W. NEWMAN, ESQ.  
6070 N. FEDERAL HIGHWAY  
BOCA RATON, FL 33487

#### ARTICLE XIV - I.R.C. STOCK PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers of the Corporation to accomplish this compliance.

#### ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to the same reservation.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 26 day of February, 2008.

  
Dennis W. Newman, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH  
PROCESS MAY BE SERVED**

In pursuance to Chapter 607, and Chapter 621 of the Florida Statutes, the following is submitted, in compliance with said Act.

That DENNIS W. NEWMAN, P.A. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Boca Raton, Florida has named DENNIS W. NEWMAN, ESQ. as its agent to accept service of process within this State.

1. The name of the Professional Service Corporation is: DENNIS W. NEWMAN, P.A.
2. The name and address of the registered agent and office is:

DENNIS W. NEWMAN, ESQ.  
6070 N. FEDERAL HIGHWAY  
BOCA RATON, FL 33487

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 2/26, 2008

  
DENNIS W. NEWMAN, ESQ.  
Registered Agent

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