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09 MAR -2 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W09-9087

B. McKnight MAR 03 2009

## COVER LETTER

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

**SUBJECT:** Bonney & Smallwood, 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:** Garth D. Bonney, Esq.

Name (Printed or typed)

P.O. Box 737

Address

Panama City, Florida 32402

City, State & Zip

(850) 819-4682

Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 25, 2009

GARTH D. BONNEY, ESQ.  
PO BOX 737  
PANAMA CITY, FL 32402

SUBJECT: BONNEY & SMALLWOOD, P.A.  
Ref. Number: W09000009087

We have received your document for BONNEY & SMALLWOOD, P.A. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific business purpose of the professional association must be stated in the document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Regulatory Specialist II  
New Filing Section

Letter Number: 909A00006639

**ARTICLES OF INCORPORATION**  
**OF**  
**BONNEY & SMALLWOOD, P.A.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. - NAME**

The name of the corporation is **BONNEY & SMALLWOOD, P.A.**, whose principal place of business and mailing address is 436 McKenzie Avenue, Panama City, Florida 32401.

**ARTICLE II. - PURPOSES**

The corporation is being formed for the purpose of engaging in the practice of law, including but not limited to, any lawful activity for which corporations may be organize.

**ARTICLE III. - DURATION**

The duration of the corporation shall exist perpetually commencing on the date of filing.

**ARTICLE IV. - CAPITAL STOCK**

The aggregate number of shares that the corporation shall have authority to issue is one thousand (1,000) shares of 1.00 par value. All such shares shall be of a single class, designated as common.

**ARTICLE V. - PREFERENCES, LIMITATIONS AND  
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

Voting Rights: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI. - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he 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 the price at which it is offered to others.

## **ARTICLE VII. - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office and mailing address of this corporation is 436 McKenzie Avenue, Panama City, Florida 32401, and the name of the initial registered agent of this corporation at that address is Garth D. Bonney.

## **ARTICLE VIII. - INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have two (2) directors constituting the Board of Directors. The number of directors may be either increased or diminished from time to time by the Bylaws; however, there shall never be less than one (1) Director nor more than five (5). The name and address of the initial directors of this corporation is as follows:

Garth D. Bonney  
1047 Commerce Street  
Bonifay, Florida 32425

Christine D. Smallwood  
7303 Rogers Drive  
Panama City, Florida 32404

## **ARTICLE IX. - INCORPORATORS**

The name and address of the Incorporator signing these Articles is:

Garth D. Bonney  
1047 Commerce Street  
Bonifay, Florida 32425

## **ARTICLE X. - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

## **ARTICLE XI. - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE XII. - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons:

Garth D. Bonney	500 shares
Christine D. Smallwood	500 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation. This Article shall also govern for any additional shares issued to persons other than the initial shareholders named herein.

## **ARTICLE XIII. - CUMULATIVE VOTING**

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

## **ARTICLE XIV. - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by a majority of the outstanding shares.

## **ARTICLE XV. - SHAREHOLDER QUORUM AND VOTING**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote, fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

## **ARTICLE XVI. - SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation duly called as provided by law.

## **ARTICLE XVII. - DIRECTOR QUORUM AND VOTING**

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative of all of the

remaining directors, shall be the act of the Board of Directors.

#### ARTICLE XVIII. - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting of the Board of Directors by means of a conference telephone as provided by law.

#### ARTICLE XIX. - ACTION BY DIRECTORS WITHOUT A MEETING

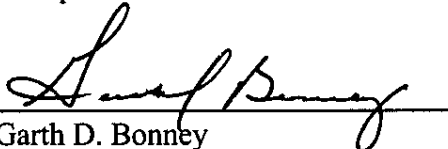
The directors of this corporation may take action by written consent, as provided by law.

#### ARTICLE XX. - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 27<sup>th</sup> day of February, 2009.

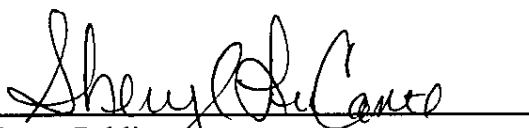
Incorporator

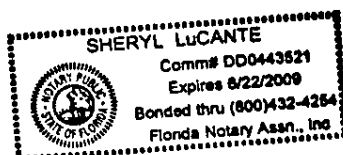
  
Garth D. Bonney

STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared GARTH D. BONNEY, who is personally known to me to be the persons described in and who executed the foregoing instrument or who produced \_\_\_\_\_ as identification, and who acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last aforesaid this 27<sup>th</sup> day of February, 2009.

  
Notary Public  
Typed Name Sheryl Lucante

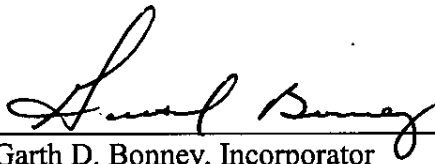


**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.043, Florida Statutes, the following is submitted:

First, that BONNEY & SMALLWOOD, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 436 McKenzie Avenue, Panama City, Florida 32401, has named Garth D. Bonney, located at 436 McKenzie Avenue, Panama City, Florida 32401, as its agent to accept service of process within the State of Florida.

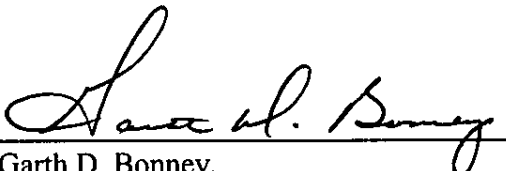
Dated this 27<sup>th</sup> day of February, 2009.

  
\_\_\_\_\_  
Garth D. Bonney, Incorporator

**ACKNOWLEDGMENT AND ACCEPTANCE**

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated this 27<sup>th</sup> day of February, 2009.

  
\_\_\_\_\_  
Garth D. Bonney,  
Registered Agent

FILED  
09 MAR -2 PM 2:42  
CLERK OF STATE  
TALLAHASSEE, FLORIDA