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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight MAR 05 2009

# Munson Vining & Midyette, LLP

Attorneys At Law

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Phone (863) 687-8320

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Lakeland, FL 33803  
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Fax (863) 683-2849

March 2, 2009

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

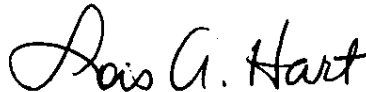
Re: James R. Headley, P.A.

Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Incorporation. A check in the amount of \$70.00 is also enclosed for filing fees in this regard. It would be appreciated if you would please forward confirmation of filing in the enclosed self addressed stamped envelope.

Thank you for your assistance with this request.

Sincerely,



Lois A. Hart, Legal Assistant to  
Peter J. Munson, Esquire

LAH/s

Enclosures

## COVER LETTER

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

**SUBJECT:** JAMES R. HEADLEY, 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      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

**FROM:** PETER J. MUNSON, ESQUIRE

Name (Printed or typed)

1611 HARDEN BOULEVARD

Address

LAKELAND, FLORIDA 33803

City, State & Zip

(863) 687-8320

Daytime Telephone number

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

**ARTICLES OF INCORPORATION**

**OF**

**JAMES R. HEADLEY, P.A.**

FILED  
09 MAR - 4 AM 11:34  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being duly licensed to practice the profession of law in the State of Florida and desiring to form a professional corporation under the Professional Service Corporation Act and other laws of the State of Florida, for the purpose of rendering legal services, does hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this professional corporation is **JAMES R. HEADLEY, P.A.**

**ARTICLE II - DURATION**

This professional corporation shall have a perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

**ARTICLE III - PURPOSES**

The purposes and general nature for which this professional corporation is organized are as follows:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice law therein.

B. To invest the funds of this professional 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 legal services.

C. To do everything 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 professional corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the professional corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this professional 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 purposes of this professional corporation otherwise permitted by law.

#### **ARTICLE IV - CAPITAL STOCK**

This professional corporation is authorized to issue One Thousand (1,000) shares of \$.10 par value common stock, which shares shall be of a single class. Stock shall be issued only to persons who are duly licensed to practice law in the State of Florida.

#### **ARTICLE V - INITIAL REGISTERED OFFICE**

The street address of the initial registered office of this professional corporation is 620 West Polk Street, Suite 7, Bartow, Florida 33830, and the mailing address of the initial registered office is the same.

#### **ARTICLE VI - RESIDENT AGENT**

Pursuant to Section 48.091 of the Florida Statutes, and in compliance with said Section, **JAMES R. HEADLEY** of 620 West Polk Street, Suite 7, Bartow, Florida 33830, is hereby designated as this professional corporation's agent to accept service of process within the State of Florida.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This professional corporation shall initially have one (1) director. The number of directors may be either increased or diminished from time to time by the By-Laws of this

professional corporation, but shall never be less than one (1). The name and address of the initial director of this professional corporation is:

James R. Headley                      620 West Polk Street, Suite 7, Bartow, Florida 33830

#### **ARTICLE VIII - INCORPORATION AND SUBSCRIBER**

The name and address of the person signing these Articles as the subscriber and incorporator, who is duly licensed to practice the profession of law in the State of Florida, is:

James R. Headley                      620 West Polk Street, Suite 7, Bartow, Florida 33830

#### **ARTICLE IX - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this professional corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE X - VOTING TRUST PROHIBITED**

No shareholder of this professional corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

#### **ARTICLE XI - RESTRAINT ON ALIENATION OF SHARES**

Shares of stock in this professional corporation may be transferred only to (i) this professional corporation; (ii) one or more other shareholders in this professional corporation; or (iii) a person who is duly licensed to practice law in the State of Florida; provided, however, that any sale or transfer of shares to a person who is not already a

shareholder of this corporation must be approved in advance by vote or written consent of the holder of not less than fifty-one percent (51%) of the voting power of this professional corporation. The shareholders of this professional corporation shall have the power to include in the By-Laws of this professional corporation (adopted by all of the shareholders of this professional corporation) or to embody in any other written agreement (executed by all of the shareholders) any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of stock of this professional corporation by any of its shareholder, 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 thereof, shall be determined by the shareholders of this professional corporation. If any shareholder shall become legally disqualified to practice law in the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in, this professional corporation forthwith and such shareholder's shares of stock shall immediately become subject to purchase by this professional corporation in accordance with the By-Laws adopted by the shareholders.

## **ARTICLE XII - POWERS**

This professional corporation shall have all of the corporate powers conferred on professional corporations by the laws of the State of Florida. In furtherance and not in limitation of these powers and of the purposes hereinabove stated, this professional corporation shall have all of the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits or cooperation, joint venture, or otherwise, with any person, firm or corporation for the purpose of rendering professional legal services.

B. At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his

shares in accordance with the By-Laws adopted by the shareholders of this professional corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of this professional corporation is not impaired.

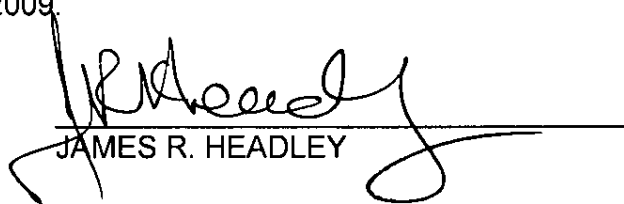
C. At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of this professional corporation setting forth the terms and conditions of such purchase, provided, however, that the capital of this professional corporation is not impaired.

D. To enter into, for the benefit of its employees, one or more of the following: (i) a pension plan, (ii) a profit-sharing plan, (iii) a thrift and savings plan, or (iv) other fringe benefit, retirement or incentive compensation plans.

### ARTICLE XIII - AMENDMENT

This professional corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, in the manner provided by law. Any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed the Articles of Incorporation this 2nd day of March, 2009.

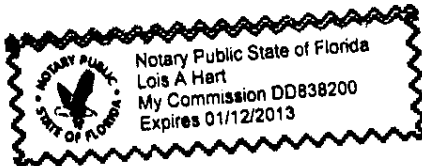
  
JAMES R. HEADLEY

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 2nd day of March, 2009, by JAMES R. HEADLEY, who ☐ is personally known to me or who ☐ produced \_\_\_\_\_ as identification



Notary Public  
My commission expires:





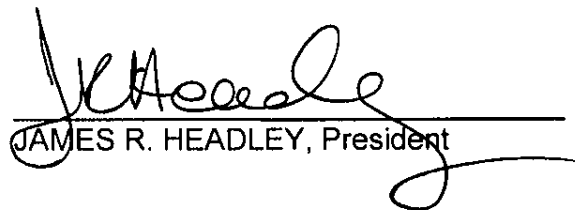
To: The Department of State  
Tallahassee, Florida 32304

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

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

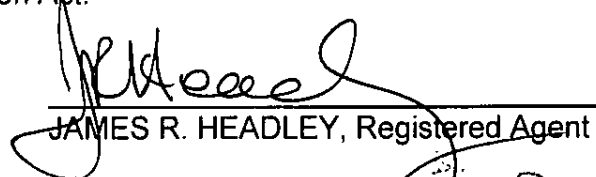
JAMES R. HEADLEY, P.A., with its place of business at 620 West Polk Street, Suite 7, Bartow, Florida 33830, has named JAMES R. HEADLEY, located at 620 West Polk Street, Suite 7, Bartow, Florida 33830, as its agent to accept service of process within Florida.

Dated: March 2, 2009.

  
JAMES R. HEADLEY, President

Having been named to accept service of process for JAMES R. HEADLEY, P.A., 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 and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated March 2, 2009.

  
JAMES R. HEADLEY, Registered Agent

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09 MAR -4 AM 11:34  
CLERK OF STATE  
TALLAHASSEE, FLORIDA