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EP 2/17/10



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 16, 2010

SUSAN M KING, ATTORNEY AT LAW  
2499 GLADES ROAD, SUITE 111  
BOCA RATON, FL 33431

SUBJECT: SUSAN M. KING & ASSOCIATES, P.A.  
Ref. Number: W10000007841

We have received your document for SUSAN M. KING & ASSOCIATES, P.A. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The document must state the number of shares of authorized stock. The consultation of a legal counsel is always recommended if uncertain of the appropriate number of shares to authorize.

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) 245-6062.

Eula Peterson  
Regulatory Specialist II  
New Filing Section

Letter Number: 710A00003885

## COVER LETTER

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

SUBJECT: SUSAN M. King & Associates, 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: Susan M. King, Attorney at Law  
Name (Printed or typed)

2499 Glades Road, Suite 111  
Address

Boca Raton, Florida 33431  
City, State & Zip

561-989-0622  
Daytime Telephone number

sking@smkinglaw.com  
E-mail address: (to be used for future annual report notification)

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

## **ARTICLES OF INCORPORATION OF SUSAN M. KING & ASSOCIATES, P.A.**

### **Recitals**

The undersigned, who is duly licensed to provide Legal Services in the State of Florida, desires to form a professional corporation, pursuant to F.S. Chapter 607.0301 - Corporations, for the purpose of rendering Legal services, and adopts the following articles of incorporation for such corporation:

### **Article I: Name**

The name of the corporation is: Susan M. King & Associates, P.A..

### **Article II: Law Practice**

The purposes for which the corporation is organized are as follows:

- (a) To engage in the specific business of the practice of law as a law corporation and to carry on services incident thereto. Such practice of law is the sole and exclusive professional service to be rendered by the corporation;
- (b) To engage generally in the business of a law corporation as the same is now or hereafter defined by statute, rule and regulation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto;
- (c) To engage in such other business incidental to the practice of law as a law corporation as may be authorized or permitted by F.S. 621.05 Professional Service Corporations.

### **Article III: Duration**

The duration of the corporation shall be perpetual from the effective date hereof.

### **Article IV: Principal Office**

The office of the corporation is to be located at 2499 Glades Road, Suite 111, Boca Raton, Palm Beach County, Florida 33431.

### **Article V: Shareholders**

The names, residence addresses, offices, and license or certificate numbers of all individuals who are to be the original shareholders of the corporation are:

Name	Address	License or Certificate No.
Susan M. King, Attorney at Law	2499 Glades Road Suite 111 Boca Raton, Florida 33431	0103594

### **5.1 Shareholder Qualification**

No person may be a shareholder of this corporation unless he or she: Each shareholder shall be duly licensed or otherwise legally authorized to render legal services in the State of Florida.

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If any shareholder ceases to meet those qualifications, the corporation shall have the option to purchase, and the shareholders shall have the obligation to sell, all of the shares of the corporation owned by the shareholder, at the following price and terms: Any shareholder who ceases to meet the qualification of a shareholder of this Professional Corporation shall sell said individual's shares back to the corporation at par value. On purchase or tender of the purchase price, the shareholder shall no longer be entitled to any right, privilege, or benefit as shareholder of this corporation.

### ***5.2 Restrictions on Voting Agreements***

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

### ***5.3 Restrictions on Transfer of Stock in General***

Shares of stock in the corporation may be transferred only to:

- (a) The corporation;
- (b) One or more other stockholders in the corporation; or
- (c) A person who is licensed to practice law in the State of Florida.

Any sale to a person who is not already a stockholder in the corporation must be approved in advance by vote or written consent of the existing shareholder(s) (not less than 100 % of the stockholders or the holders of not less than 100 % of the voting power or as the case may be).

### ***5.4 Restrictions on Transfer of Stock Upon Death or Incompetency of Stockholder***

On the death or adjudication of incompetency of any stockholder, the stock owned by such stockholder shall cease to have voting rights or dividend rights and shall be redeemed or transferred as the board of directors may direct in accordance with the following limitations:

- (a) The corporation shall have the right to redeem the stock at its book value. For this purpose book value is defined as the amount at which such stock is carried on the books of the corporation on the basis of tangible assets and any undivided profits, but not including intangible assets.
- (b) If the corporation does not exercise its redemption right within fifteen (15) days after the death or adjudication of incompetency of the stockholder, the stock may be transferred only to one or more of the other stockholders or to a person licensed to practice law in the State of Florida.

## **Article VI: Shareholder-Managed Corporation**

The corporation shall have no board of directors. All of the powers of the corporation shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the stockholders. The names, addresses and titles of the persons appointed to act as the initial officers until the first annual meeting or until their successors are duly chosen and qualified are:

Name

Address

Susan M. King, Attorney at Law

2499 Glades Road, Suite 111  
Boca Raton, Florida, 33431

**Article VII: Certification of Authorization To Practice**

Attached hereto are certificates issued by the appropriate licensing authority certifying that each of the proposed shareholders, directors, and officers is authorized by law to provide Legal Services, for which the corporation is being organized.

**Article VIII:**

**Stock**

The aggregate number of shares which the corporation shall have authority to issue is 100 common shares, of \$1.00 par value per share, all of which shares are to be of the same class.

**Article IX: Agent for Service of Process**

Susan M. King, Attorney at Law is hereby designated as the agent of the corporation upon whom process against it may be served. Such agent may be served at 2499 Glades Road, Suite 111, Boca Raton, Palm Beach County, Florida 33431.

**Article X: Incorporators**

The name and post office address of each incorporator is:

Name

Address

Susan M. King, Attorney at Law

2499 Glades Road, Suite 111  
Boca Raton, Florida 33431

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**Article XI: Amendments**

The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

For the purpose of forming a corporation under the laws of Florida, I, the undersigned, have personally executed these articles of incorporation on February 15, 2010.

By:

Susan M. King, Attorney at Law  
Susan M. King, Attorney at Law