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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY -4 2010
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COVER LETTER

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

SUBJECT: THE VALLE LAW FIRM, 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: RICHARD VALLE

Name (Printed or typed)

1600 EAST ROBINSON STREET, SUITE 300

Address

ORLANDO, FLORIDA 32803

City, State & Zip

407-898-9897

Daytime Telephone number

eliric5@mac.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

THE VALLE LAW FIRM, 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 and an Attorney at Law duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit in compliance with Chapter 607 and/or Chapter 621, F.S. under the Professional Service Corporation and Limited Liability Company Act and other laws of the state of Florida.

ARTICLE I -- NAME OF CORPORATION

The name of this corporation shall be **THE VALLE LAW FIRM, P.A.**

ARTICLE II -- PRINCIPAL ADDRESS OF THE CORPORATION

The corporation's principal place of business and mailing address shall be:

1600 East Robinson Street
Suite 300
Orlando, Florida 32803

ARTICLE III -- THE CORPORATE PURPOSE

The general nature of the business to be transacted by this corporation shall be:

3.1 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, however, such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice law therein.

3.2 To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this 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 or furtherance of such purposes or objects of this corporation.

3.3 It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

3.4 In furtherance of its corporate purpose, the corporation shall have all the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation and Limited Liability Company Act and other Laws of the State of Florida.

ARTICLE IV – CAPITAL STOCK

4.1 The total number of shares of capital stock the corporation has authority to issue is 2000 shares of common stock (“Common Stock”) with a par value of \$1.00 per share, which may be fractional shares.

4.2 The designation, voting powers, preferences, and relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of the voluntary liquidation, dissolution, distribution of assets, or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holder of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the corporation or may sell, transfer, or otherwise dispose of all or any part of such remaining assets to any other corporation, trust, or other entity and receive payment thereof in cash, stock, or obligations of such other corporation, trust, or other entity, or any combination thereof, and may sell all or part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the corporation of any class, shall not be deemed to be a dissolution, liquidation, or winding up of the corporation for the purpose of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by the holder of record on the books of the corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscriptions of shares.

(e) Any person, becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this corporation ("shareholders"), does hereby consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such person or such securities, or such persons if any; and that the corporation reserves the right to transact any business of the corporation, to alter, amend, or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted, or allowed by such legislative enactments.

(f) Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event or such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V – SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an Attorney at Law under the law of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE VI – BOARD OF DIRECTORS

6.1 The initial number of directors of this corporation shall be one (1). The number of directors may either be increased or diminished from time to time as established by the By-Laws adopted by the shareholders, but in no event may there be less than one (1) director.

6.2 Any director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

6.3 In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VII – INTIAL DIRECTORS AND OFFICERS

The name and address of the initial member of the Board of Directors and Officers, to hold office for the first year of existence of this corporation or until his successor is elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
RICHARD VALLE	1600 East Robinson Street Suite 300 Orlando, FL 32803	President/ Secretary/ Treasurer/ Director

ARTICLE VIII – REGISTERED AGENT AND OFFICE

The name and address of the registered agent of this corporation shall be:

RICHARD VALLE
1600 East Robinson Street
Suite 300
Orlando, Florida 32803

ARTILCE IX – INCORPORATOR

9.1 The name and address of the incorporator of this corporation is as follows:

RICHARD VALLE
1600 East Robinson Street
Suite 300
Orlando, Florida 32803

9.2 The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the corporation with the office of the Secretary of State of Florida.

ARTICLE X – DURATION

This corporation shall exist perpetually, commencing on May 1, 2010.

ARTICLE XI – BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition, such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or

restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XII – 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, this corporation shall have all and singular the following powers:

12.1 To enter into, or become a partner in, any arrangement for sharing 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.

12.2 At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

12.3 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 savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XIII – AMENDMENT

The corporation reserves the right to amend, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file, and record these Articles of Incorporation, and does certify that the facts herein stated are true; and

IN WITNESS WHEREOF, I have accordingly hereunto set my hand and seal this 27th day of April, 2010.

A handwritten signature in black ink, appearing to read 'RICHARD VALLE', is written over a horizontal line.

RICHARD VALLE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The Valle Law Firm, P.A., with its principal place of business at 1600 East Robinson Street, Suite 300, Orlando, Florida 32803, has named Richard Valle, located at 1600 East Robinson Street, Suite 300, Orlando, Florida 32803, as its agent to accept service of process within the State of Florida.

HAVING BEEN NAMED THE REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE VALLE LAW FIRM, P.A. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF SUCH DUTIES, AND THE UNDERSIGNED BEING FAMILIAR WITH AND ACCEPTS THE DUTIES AND OBLIGATIONS OF A REGISTERED AGENT UNDER THE FLORIDA BUSINESS CORPORATION ACT AND THE PROFESSIONAL SERVICE CORPORATION AND LIMITED LIABILITY COMPANY ACT.

Dated: April 27, 2010



RICHARD VALLE

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2010 APR 29 A 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA