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Effective Date

2-24-11

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR - 1 PM 2:42

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Munson Vining Midyette & Geary, LLP

Attorneys At Law

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Joseph Anthony Geary

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Lakeland, FL 33803

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February 24, 2011

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

Re: Headley Law 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
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: HEADLEY LAW 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: PETER J. MUNSON, ESQUIRE

Name (Printed or typed)

1611 HARDEN BOULEVARD

Address

LAKELAND, FL 33803

City, State & Zip

(863) 687-8320

Daytime Telephone number

jimheadley@headleylaw.net

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

HEADLEY LAW P.A.

FILED
DIVISION OF CORPORATIONS
11 MAR - 1 PM 2:42

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:

Effective Date

2-24-11

ARTICLE I - NAME

The name of this professional corporation is **HEADLEY LAW 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 1906 South Florida Avenue, Lakeland, Florida 33803, 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 1906 South Florida Avenue, Lakeland, Florida 33803, 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 two (2) directors. 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 two (2). The name and address of the initial directors of this professional corporation is:

James R. Headley	1906 South Florida Avenue, Lakeland, FL 33803
Scott A. Headley	1906 South Florida Avenue, Lakeland, FL 33803

ARTICLE VIII - INCORPORATION AND SUBSCRIBER

The names and addresses of the persons signing these Articles as the subscribers and incorporators, who are duly licensed to practice the profession of law in the State of Florida, are:

James R. Headley	1906 South Florida Avenue, Lakeland, FL 33803
Scott A. Headley	1906 South Florida Avenue, Lakeland, FL 33803

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.

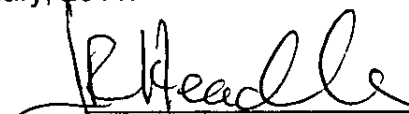

C. At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of this professional corporation setting forth the terms and conditions of such purchase, provided, however, that the capital of this professional 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.

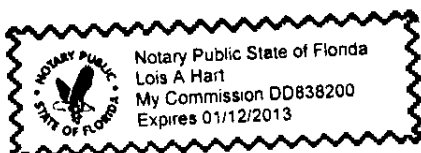
IN WITNESS WHEREOF, the undersigned subscribed has executed the Articles of Incorporation this 24th day of February, 2011.


JAMES R. HEADLEY

SCOTT A. HEADLEY

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 24th day of February, 2011, by JAMES R. HEADLEY AND SCOTT A. HEADLEY, who ☐ are personally known to me or who ☐ produced _____ as identification.


Notary Public
My commission expires:



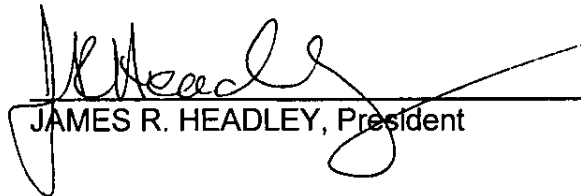
To: The Department of State
Tallahassee, Florida 32304

**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:

HEADLEY LAW P.A., with its place of business at 1906 South Florida Avenue, Lakeland, Florida 33803, Florida 33830, has named JAMES R. HEADLEY, located at 1906 South Florida Avenue, Lakeland, Florida 33803, as its agent to accept service of process within Florida.

Dated: February 24, 2011.


JAMES R. HEADLEY, President

Having been named to accept service of process for HEADLEY LAW 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: February 24, 2011.


JAMES R. HEADLEY, Registered Agent

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