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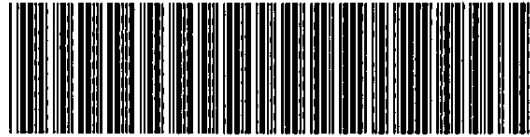
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Wotitzky, Wotitzky & Ross, P.A. dba

## WOTITZKY, WOTITZKY, ROSS & McKINLEY

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REAL ESTATE LAWYER

\*\*\* ALSO MEMBER OHIO BAR

January 30, 2012

Department of State  
Division of Corporations  
Corporate Filings  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Charles M. Jerry, CPA, P.A.

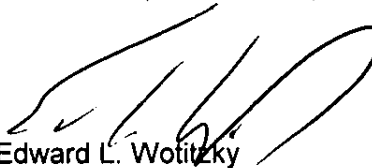
Gentlemen:

Enclosed please find original and copy of Articles of Incorporation. Please file the original and have the copy certified. We are enclosing our check in the amount of \$78.75 to cover the filing fee.

Your assistance with this is very much appreciated.

Very truly yours,

WOTITZKY, WOTITZKY, ROSS & McKINLEY



Edward L. Wotitzky

ELW/sjb  
Enclosures

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ESTABLISHED 1940

PERSONAL INJURY • WRONGFUL DEATH • CIVIL LITIGATION • WAGE CLAIMS

WILLS, TRUSTS & ESTATE PLANNING • PROBATE • CORPORATION & BUSINESS LAW • CONSTRUCTION LAW • ZONING, LAND USE & ADMINISTRATIVE LAW  
REAL ESTATE CLOSINGS • TITLE INSURANCE • REAL PROPERTY LAW • CONDOMINIUM & COMMUNITY ASSOCIATION LAW • DIVORCE, CUSTODY & FAMILY LAW

**Articles of Incorporation  
of  
Charles M. Jerry, CPA, P.A.**

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TALLAHASSEE, FLORIDA

The undersigned, who is duly licensed to practice the profession of public accounting in the State of Florida, desiring to form a professional corporation in accordance with Chapters 607 and 621 of the Florida Statutes, adopts the following Articles of Incorporation:

**I. NAME**

The name of the corporation is CHARLES M. JERRY, CPA, P.A.

**II. PRINCIPAL OFFICE AND REGISTERED AGENT**

The initial principal office of the Corporation is 90 Vivante Drive - Unit 9043, Punta Gorda, Florida 33950. The name of the initial registered agent of the Corporation located at such office is CHARLES M. JERRY. The initial mailing address of the corporation is 1133 Bal Harbor Boulevard - Suite 1139, PMB 300, Punta Gorda, Florida 33950.

**III. PURPOSE**

The purpose for which the corporation is organized shall be to engage in the practice of public accounting as a professional corporation, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(e) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of Chapter 621, Florida Statutes, as currently enacted and as may be hereafter amended or superseded by any other statute.

#### **IV. DURATION**

The term of existence of the corporation is perpetual.

#### **V. PROFESSIONAL SERVICES**

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice public accounting within the State of Florida.

#### **VI. SUBSCRIBER**

The name and post office address of the person signing these Articles of Incorporation as the incorporator is CHARLES JERRY, 90 Vivante Boulevard - Unit 9043, Punta Gorda, Florida 33950.

#### **VII. BOARD OF DIRECTORS**

The Board of Directors shall consist of one (1) member. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The initial director shall hold office until his successor(s) are elected and qualify as provided in the Bylaws. The name and address of the first Director is CHARLES JERRY, 90 Vivante Boulevard - Unit 9043, Punta Gorda, Florida 33950.

#### **VIII. NUMBER AND TYPE OF SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding is 1000 shares. Such shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

#### **IX. RESTRICTIONS ON ISSUANCE AND TRANSFER OF SHARES**

No share of stock of this Corporation shall be issued or transferred to any person who is not duly licensed to practice public accounting in the State of Florida.

## **X. AMENDMENT OF ARTICLES**

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change.

## **XI. INDEMNIFICATION**

The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or the amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director, or employee: (a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation; (b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and (c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful. In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b), and (c) of the previous paragraph. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors has originally made the determination.

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Punta Gorda, Florida, on this 30<sup>TH</sup> day of JANUARY, 2012.

  
\_\_\_\_\_  
Charles M. Jerry

### **Acceptance of Registered Agent**

Having been named as registered agent and to accept the service of process for the above stated Corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping said office open. I am familiar with and accept the obligations of my position as registered agent.

Dated this 30<sup>TH</sup> day of JANUARY, 2012.

  
\_\_\_\_\_  
Charles M. Jerry

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