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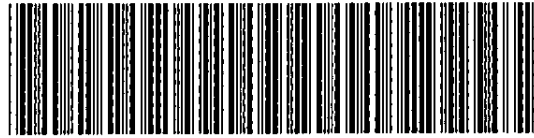
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PB

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Wayne L. Schiefelbein, P.A.

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\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: Seth

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION OF WAYNE L. SCHIEFELBEIN, P.A.**

The undersigned, Wayne L. Schiefelbein, acknowledges and files these articles of incorporation in the office of the Secretary of State of the State of Florida for the purpose of forming a professional service corporation for profit under the provisions of Chapter 607, the Florida General Corporation Act, and Chapter 621, the Florida Professional Service Corporation and Limited Liability Company Act, of the Florida Statutes.

**ARTICLE I.**

**NAME OF CORPORATION**

The name of this corporation shall be Wayne L. Schiefelbein, P.A.

**ARTICLE II.**

**PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- A. To engage in every aspect of the practice of law and all its fields of specializations, as are engaged in by attorneys.
- B. To engage in and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed and otherwise legally authorized within the State of Florida to render the same professional services as this corporation.
- C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- D. To engage in no other business other than the rendition of the professional services specified herein.
- E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

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ARTICLE III.

CAPITAL STOCK

- A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock having a par value of \$1.00 per share.
- B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- C. Shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV.

EFFECTIVE DATE AND DURATION

The corporation shall commence its existence on September 27, 2012, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V.

REGISTERED AGENT

The address of the corporation's initial registered office is 417 E. Virginia Street, Suite 1, Tallahassee, Florida 32301, and the name of its initial registered agent at said address is Your Capital Connection, Inc.

ARTICLE VI.

INCORPORATOR

The name and address of the incorporator is Wayne L. Schiefelbein, 4573 Louvinia Court, Tallahassee, Florida 32311. This is also the principal office for the corporation.

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ARTICLE VII.

BOARD OF DIRECTORS

The corporation shall have an initial board of directors consisting of one person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders, but shall never be less than one. The name and address of the initial director of this corporation are Wayne L. Schiefelbein, 4573 Louvinia Court, Tallahassee, Florida 32311.

ARTICLE VIII.

INFORMAL STOCKHOLDER ACTION

Any action of the stockholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the stockholders entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE IX.

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any stockholder, purchase such stockholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X.

INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

ARTICLE XI.

INDEMNIFICATION AND RELATED MATTERS

- A. The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them, if any, for any indebtedness of such stockholders to the corporation.
- B. Subject to the provisions and conditions of this article, the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares in its capital stock in lieu of cash, at a just valuation to be fixed by its board of directors.
- C. A director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States of America.
- D. The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him or her in connection with or arising out of any action, suit or proceeding in which he or she may be involved, by reason of his or her being or having been an officer or director of the corporation (whether or not he or she continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States of America.

ARTICLE XII.

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the board of directors and stockholders provided that such adoption, alteration, amendment or repeal is in compliance with the laws of the State of Florida governing a professional service corporation.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation in the State of Florida, this 22<sup>nd</sup> day of August, 2012.

Wayne L. Schiefelbein  
WAYNE L. SCHIEFELBEIN  
Incorporator

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: August 22, 2012

Wayne L. Schiefelbein  
WAYNE L. SCHIEFELBEIN

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## **CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is: Wayne L. Schiefelbein, P.A.

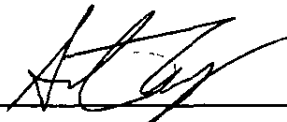
2. The name and address of the registered agent and office is:

Your Capital Connection, Inc.

417 E. Virginia St. Ste 1.

Tallahassee, Fl 32301

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Seth Neeley for Your Capital Connection, Inc.

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