

PI4000044255

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700259240477

05/02/14--01007--005 **87.50

FILED
14 MAY 14 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/14-28067

MD 5/20

JONATHON S. MILLER, ESQ.

6292 D'Orsay Court, Delray Beach, Florida 33484

JonathonMillerEsq@gmail.com

(561) 313-7388

April 28, 2014

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

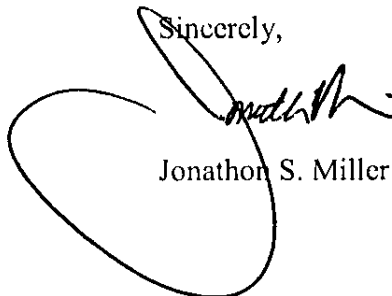
RE: JONATHON S. MILLER, P.A.

To Whom It May Concern,

In regard to the above captioned matter, enclosed, please find: (i) an original and one (1) copy of the Articles of Incorporation for JONATHON S. MILLER, P.A.; (ii) a Certification of Designation of Registered Agent/Registered Office; and (iii) a check in the sum of \$87.50, representing the Filing Fee and Certificate of Status, and for the return of one Certified Copy.

Upon filing, please forward the certified copy to the undersigned. Should you have any questions, as always, please feel welcome to contact me at the phone number or e-mail address listed above.

Sincerely,



Jonathon S. Miller

JSM
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 5, 2014

JONATHON S. MILLER, ESQ.
6292 D'ORSAY COURT
DELRAY BEACH, FL 33484

SUBJECT: JONATHON S. MILLER, P.A.
Ref. Number: W14000028267

We have received your document for JONATHON S. MILLER, P.A. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

You must list at least one incorporator with a complete business street address.

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) 245-6052.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 214A00009537

JONATHON S. MILLER, ESQ.
6292 D'Orsay Court, Delray Beach, Florida 33484
JonathonMillerEsq@gmail.com
(561) 313-7388

May 12, 2014

Maryanne Dickey
Regulatory Specialist II
New Filing Section
Florida Department of State, Division of Corporations
P.O. BOX 6327
Tallahassee, Florida 32314

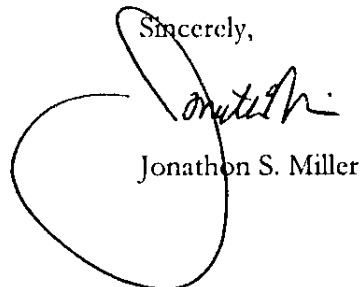
Ref Number: W14000028267; Jonathon S. Miller, P.A.

Dear Ms. Dickey:

Pursuant to your correspondence dated May 5, 2014, enclosed, please find the original and 1 copy of the corrected Articles of Incorporation. Should you have any questions or otherwise need to speak with me about this matter, please feel welcome to contact me at your convenience.

Thank you for your attention to this matter.

Sincerely,



Jonathon S. Miller

**ARTICLES OF INCORPORATION
OF
JONATHON S. MILLER, P.A.**

I, the undersigned, for the purpose of becoming a professional corporation under the laws of the State of Florida, by and under the provisions of Chapter 608, Florida Statutes, as amended by the Professional Service Corporation and Limited Liability Company of the State of Florida, as set forth in Chapter 621, Florida Statutes, providing for the formation, liability, rights, privileges and immunities of the corporation for profit do hereby subscribe to and execute this agreement.

ARTICLE I

The name of the corporation shall be: JONATHON S. MILLER, P.A.

ARTICLE II

The general nature of the business and the proposed objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do, to wit:

- (a) To engage in every aspect of the practice of an Attorney at Law, in all of its fields of specialization.
- (b) To render the professional services of an Attorney at Law only through its Officers, agent and employees who are in good standing and duly licensed or otherwise legally authorized within the State of Florida and the State of New Jersey to render the same professional services as this corporation.
- (c) To invest funds in real estate, mortgages, stocks and other types of investments.
- (d) To own real and personal property necessary for rendering to the public of the services hereby authorized.
- (e) This corporation shall not engage in any business other than as an Attorney at Law.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock at par value of \$1.00 per share. The consideration to be paid for each share shall be payable in lawful money of the United States of America or in property, labor or services, which in the judgment of the Board of Directors shall be the valuation equivalent to the value of the stock to be issued. The amount of capital that this corporation will begin business with is One Thousand Dollars (\$1,000.00).

ARTICLE IV

The duration of this corporation shall be perpetual.

FILED
14 MAY 14 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be at: 6292 D'Orsay Court, Delray Beach, Florida, 33484. Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places both within and beyond the State of Florida and in foreign countries. The name of the initial registered agent of this corporation at the above address is: JONATHON S. MILLER.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at: 6292 D'Orsay Court, Delray Beach, Florida, 33484

ARTICLE VII

The number of Directors of this corporation shall initially be one (1). The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Board of Directors and the stockholders. The names and addresses of the members of the first Board of Directors and of the officers are:

<u>NAME</u>	<u>ADDRESS</u>
JONATHON S. MILLER Director, President and Secretary	6292 D'Orsay Court Delray Beach, Florida 33484

ARTICLE VIII

The name and address of the sole subscriber and incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
JONATHON S. MILLER	6292 D'Orsay Court Delray Beach, Florida 33484

ARTICLE IX

The names and addresses of the subscribers to these Articles of Incorporation, the number of shares of stock each has agreed to take and the value of the consideration, therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>VALUE</u>
JONATHON S. MILLER	6292 D'Orsay Court Delray Beach, Florida 33484	100	\$100.00

ARTICLE X

In furtherance, but not in limitation, of powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of this corporation:

(a) The stockholders shall have no preemptive rights with respect to the stock of this corporation. This corporation may issue and sell its capital stock from time to time without offering such shares to the stockholders then holding shares of the capital stock.

(b) Shares of this corporation's capital stock and certificates, therefore, shall be issued only to active members of the Florida Bar in good standing.

(c) If any officer, stockholder, agent or employee of this corporation, rendering professional service to the public, *becomes*:

1. Legally disqualified to render professional services within the state; or
2. Is elected to a public office; or
3. Accepts employment that pursuant to existing law, is a restriction or limitation upon his rendering professional services; or
4. Makes an assignment for the benefit of creditors; or
5. Files a voluntary petition in bankruptcy; or
6. Attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person, or in any manner, prohibited by law or by these Articles of Incorporation or the By-Laws of this corporation or
7. If any execution is levied upon, or any lien of any kind is imposed upon the shares of stock of any such stockholder; or
8. Upon the death or adjudication of the incompetency of the stockholder; or
9. Upon voluntary or involuntary severance of a stockholder as an officer, agent or employee of this corporation; then in any of such events the stockholder's employment with and financial interest in this corporation shall cease forthwith, except to receive payment for such shares of stock in this corporation that are owned by him, and any other amounts that are lawfully due the stockholder by the corporation. The shares of stock of such stockholder in this corporation shall then and thereafter have no voting rights of any kind, shall not be entitled to any dividends or stock rights of any kind which may be declared thereafter by this corporation, and said stock of such stockholder shall be forthwith transferred, sold, pledged or redeemed at such price or value and only in such manner as shall be authorized or set forth in the By-Laws adopted by the stockholders of this corporation.

(d) No stockholder of this corporation and no personal representative of a deceased or incompetent stockholder may sell or transfer any of such stockholder's shares of stock in this corporation except as to another individual who is duly licensed or otherwise legally authorized within this State to render the same professional service of this corporation and then only after the proposed sale or transfer shall have been first approved at a stockholder's meeting specially called for such purposed, by such corporation, but by not less than a majority of the holders of all outstanding stock, excluding the shares of stock proposed to be sold or transferred, as may be provided from time to time, in the By-Laws adopted by the stockholder. At such stockholder's meetings, the shares of stock proposed to be sold or transferred may not be voted or counted for any purpose.

(e) This corporation's Board of Directors is specifically authorized from time to time to adopt By-Laws not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of these shares of stock may not be invoked at a time or in a manner that would impair the capital of this corporation.

ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Stockholders.

ARTICLE XII

The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (a) a pension plan, (b) a profit sharing plan, (c) a stock bonus plan, (d) a thrift and savings plan, (e) a restricted stock option plan, or (f) other retirement or incentive compensation plans.

ARTICLE XIII

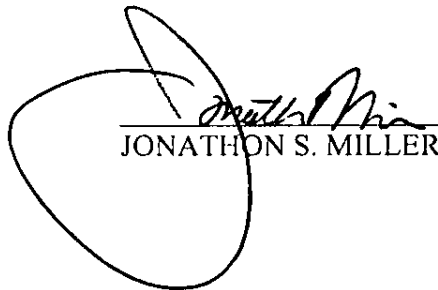
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that an amendment to these Articles of Incorporation be made.

ARTICLE XIV

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the corporation from and against any and all claims and liabilities to which such persons shall become subject by reason of any action alleged to have been heretofore taken or omitted by him as Director or Officer, and shall reimburse such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability except those arising out of his own willful misconduct.

The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of this corporation to indemnify or reimburse such person in any proper case herein, though not specifically herein provided for. The corporation, its Directors, Officers, employees and agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so, in reliance upon advice of counsel.

I, the undersigned, JONATHON S. MILLER, being the sole subscriber to the capital stock hereinbefore named, for the purpose of forming a professional corporation to do business within the State of Florida, as an Attorney at Law, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do agree to make the number of shares of stock hereinabove set forth and accordingly have hereunto set my hand and seal this 28th day of April, 2014.


JONATHON S. MILLER

STATE OF FLORIDA

COUNTY OF BROWARD

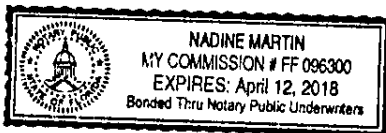
FILED
14 MAY 14 AM 10:46
CLERK OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned, duly authorized by law to take acknowledgments, personally appeared JONATHON S. MILLER, known to me to be the person who signed the foregoing Articles of Incorporation and acknowledged that he signed, sealed and delivered the same as a voluntary act and that the facts therein stated are truly set forth.

GIVEN under my hand and seal this 28th day of April, 2014.


NOTARY PUBLIC, State of Florida at Large

My commission expires:



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

UNDER THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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.

1. The name of the corporation is: JONATHON S. MILLER, P.A.
2. The name and address of the registered agent and office is:

JONATHON S. MILLER
6292 D'Orsay Court
Delray Beach, Florida 33484

FILED
14 MAY 14 AM 10:46
CLERK OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.



JONATHON S. MILLER

Dated: April 28th, 2014