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#### FLORIDA DEPARTMENT OF STATE Division of Corporations

August 14, 2014

WHELAN CONSTRUCTION LAW PA 4857 WATER OAK LANE JACKSONVILLE, FL 32210

SUBJECT: WHELAN CONSTRUCTION LAW, P.A.

Ref. Number: W14000049858

We have received your document for WHELAN CONSTRUCTION LAW, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please remove "ANY AND ALL LAWFUL BUSINESS" from the purpose.

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.

Claretha Golden Regulatory Specialist II New Filing Section

Letter Number: 814A00017499

FILED

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#### EFFECTIVE DATE 08 28 14

## ARTICLES OF INCORPORATION OF WHELAN CONSTRUCTION LAW, P.A.

FILED 14 AUG 29 PH 3-23

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

#### ARTICLE I Name

The name of the corporation is Whelan Construction Law, P.A.

## ARTICLE II Principal Office

The principal office and mailing address of the corporation shall be 4857 Water Oak Lane, Jacksonville, Florida 32210.

## ARTICLE III <u>Duration</u>

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

#### ARTICLE IV Nature of Business

This corporation is organized for the purpose of engaging in the practice of law through duly licensed shareholders.

## ARTICLE V Capital Stock

- (a) <u>Authorized Capital</u>. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$.10 per share.
  - (b) <u>Preemptive Rights</u>. Shareholders shall have no preemptive rights.
  - (c) <u>Cumulative Voting</u>. Cumulative voting shall not be permitted.

- (d) <u>Qualified Shareholders</u>. None of the shares of stock of this corporation may be issued to or held by anyone other than individuals duly licensed or otherwise legally authorized to practice law in the State of Florida.
- (d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such other restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

## ARTICLE VI Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Edward M. Whelan, and the name of the initial registered agent of this corporation at that address is 4857 Water Oak Lane, Jacksonville, Florida 32210.

### ARTICLE VII Directors

- (a) <u>Number</u>. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.
- (b) <u>Initial Directors</u>. The name and street address of the members of the first board of directors of the corporation are:

Edward M. Whelan 4857 Water Oak Lane Jacksonville, Florida 32210

- (c) <u>Compensation</u>. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.
- (d) <u>Indemnification</u>. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE VIII Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE IX Incorporator

The name and street address of the incorporator of this corporation is:

Edward M. Whelan 4857 Water Oak Lane Jacksonville, Florida 32210

#### ARTICLE X

#### **INDEMNITY**

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the board of directors approves such settlement and reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## ARTICLE XI Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the  $\frac{20}{20}$  day of August, 2014.

Edward M. Whelan

STATE OF FLORIDA	}
	}SS
COUNTY OF DUVAL	}

The foregoing instrument was acknowledged before me this day of August, 2014, by Edward M. Whelan.



CAGO
(Print Name
NOTARY PUBLIC
State of Florida at Large
Commission #
My Commission Expires:
Personally known
or Produced I.D. V
[check one of the above]
Type of Identification Produced
FLDLW450-223-65-420-0

#### CERTIFICATION 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 48.091, <u>FLORIDA STATUTES</u>, THE FOLLOWING IS SUBMITTED:

WHELAN CONSTRUCTION LAW, P.A. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF JACKSONVILLE, STATE OF FLORIDA, HAS NAMED EDWARD M. WHELAN, LOCATED AT 4857 WATER OAK LANE, JACKSONVILLE, FLORIDA 32210 AS ITS AGENT TO ACCEPT SERVIGE OF PROCESS WITHIN FLORIDA.

Edward M. Whelan

Dated: August 3, 2014

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, 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.

Edward M. Whelan

Dated: August 2014

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TALLAMASSEE, FLORING