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**FLORIDA PROFIT/NON PROFIT CORPORATION  
STOLER RUSSELL KEENER VERONA P.A.**

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STOLER RUSSELL KEENER VERONA P.A.

**ARTICLES OF INCORPORATION**

The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a professional corporation under and in accordance with the laws of the State of Florida.

**Article 1**

**Name**

The name of the corporation formed hereby (the "Corporation") is:

STOLER RUSSELL KEENER VERONA P.A.

**Article 2**

**Effective Date; Term of Existence**

The existence of the Corporation shall be deemed to have commenced **Effective** on and as of **September 4, 2014** (or, if later, five (5) business days before the filing of these Articles of Incorporation). Thereafter, the Corporation shall exist perpetually unless and until dissolved in accordance with law.

**Article 3**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Corporation as of the time of execution of these Articles of Incorporation are:

One Tampa City Center  
201 North Franklin  
Suite 3050  
Tampa, Florida 33602

**Article 4**

**Business and Purposes**

The Corporation is organized for the sole and specific purpose of rendering professional services as attorneys duly licensed to practice law in the State of Florida. Such services may be provided by the Corporation only through those officers, employees and agents of the Corporation who are duly licensed or otherwise authorized to render such professional services. The Corporation shall have the power and authority to do any and all things as may be necessary for or incidental to the accomplishment or furtherance of the practice law and, in general, all power and authority permitted by the laws of Florida.

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ARTICLES OF INCORPORATION

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**Article 5**  
**Board of Directors and Officers**

(a) The business and affairs of the Corporation shall be managed by a Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. Each director must be an individual who is duly licensed or otherwise legally authorized to practice law in the State of Florida. The stockholders of the Corporation may remove any director from office at any time with or without cause in accordance with the provisions of the Bylaws.

(b) The full Board of Directors of the Corporation shall at all times comprise at least one (1) member, the exact number of directors to be fixed from time to time by the directors or stockholders of the Corporation or in accordance with its Bylaws. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to constitute the entire Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

(c) The initial directors of the Corporation shall hold office until the earlier to occur of the first annual meeting of stockholders of the Corporation or the first special meeting of stockholders of the Corporation one of the purposes of which is to elect directors of the Corporation, or until such earlier time as a successor or successors has or have been duly elected and qualified. The names and mailing addresses of the initial directors are:

<b>Name</b>	<b>Business Address</b>
Robert M. Stoler	One Tampa City Center 201 North Franklin Suite 3050 Tampa, Florida 33602
John D. Russell	One Tampa City Center 201 North Franklin Suite 3050 Tampa, Florida 33602
Robin P. Keener	One Tampa City Center 201 North Franklin Suite 3050 Tampa, Florida 33602
Catherine A. Verona	One Tampa City Center 201 North Franklin Suite 3050 Tampa, Florida 33602

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(c) The initial officers of the Corporation shall hold office until a successor or successors has or have been duly elected and qualified. The names, positions and mailing addresses of the initial officers are:

<b>Name:</b>	<b>Title:</b>	<b>Business Address</b>
Robert M. Stoler	Vice President	One Tampa City Center 201 North Franklin Suite 3050 Tampa, Florida 33602
John D. Russell	President	One Tampa City Center 201 North Franklin Suite 3050 Tampa, Florida 33602
Robin P. Keener	Treasurer	One Tampa City Center 201 North Franklin Suite 3050 Tampa, Florida 33602
Catherine A. Verona	Secretary	One Tampa City Center 201 North Franklin Suite 3050 Tampa, Florida 33602

**Article 6**  
**Capital Stock**

(a) The aggregate number of shares of capital stock authorized to be issued by the Corporation shall be 100,000 shares of common stock with a par value of \$0.01 per share. Each share of stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of the Corporation.

(b) The consideration for any issuance of shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible), in labor or services actually performed for the Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to the Corporation as determined by the Board of Directors. Shares shall not be deemed issued unless and until the Board of Directors has determined that the consideration received or to be received for such shares is adequate. When issued, all shares of stock shall be fully paid and nonassessable.

(c) No person shall be a stockholder unless such person is duly licensed or otherwise legally authorized to practice law in the State of Florida. Any transfer of any shares is prohibited, and no purported transfer shall be given effect, unless such transfer has been approved by the Board of Directors.

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**Article 7**  
**Amendment of Articles of Incorporation**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation; provided, however, that these Articles of Incorporation as now in effect or hereafter amended shall not be inconsistent with or contrary to, but shall be subordinate to, the laws of the State of Florida and of the United States.

**Article 8**  
**Bylaws**

The power to adopt the Bylaws of the Corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of the Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors. The Bylaws of the Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation; provided, however, that the Bylaws shall not be inconsistent with or contrary to, but shall be subordinate to, the provisions of these Articles of Incorporation, including as hereafter amended, and the laws of the State of Florida and of the United States.

**Article 9**  
**Affiliated Transactions**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall not apply to the Corporation or to transactions with the Corporation.

**Article 10**  
**Registered Agent and Registered Office**

The address of the initial registered office of the Company, and the initial registered agent of the Company at such office, shall be:

<b>Registered Agent</b>	<b>Initial Registered Office</b>
Robert M. Stoler	One Tampa City Center 201 North Franklin Suite 3050 Tampa, Florida 33602

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The Corporation shall have the right to change such registered agent and/or such registered office at any time and from time to time as provided by law.

**Article 11**  
**Incorporator**


The name and street address of the incorporator of the Corporation are:

Registered Agent	Initial Registered Office
Robert M. Stoler	One Tampa City Center 201 North Franklin Suite 3050 Tampa, Florida 33602

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

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 Section 817.155, Florida Statutes.

  
Robert M. Stoler  
As Incorporator

9/10/14  
Date

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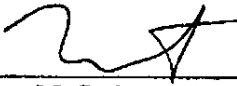
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**STOLER RUSSELL KEENER VERONA P.A.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in its Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in that capacity. I am familiar with and accept the duties and obligations of a registered agent under Florida law.

  
\_\_\_\_\_  
**Robert M. Stoler**  
As Registered Agent

9/10/14  
\_\_\_\_\_  
Date

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