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## COVER LETTER

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

**SUBJECT:** Rodriguez & Rodriguez, P.A., Attorneys at Law

**(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Emilio Jose Rodriguez

\_\_\_\_\_  
Name (Printed or typed)

2665 SW 37th Ave #613

\_\_\_\_\_  
Address

Coral Gables, FL 33133

\_\_\_\_\_  
City, State & Zip

(305) 905-3555

\_\_\_\_\_  
Daytime Telephone number

emiliorodriguezlaw@gmail.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
FOR PROFESSIONAL SERVICE CORPORATION  
OF  
RODRIGUEZ & RODRIGUEZ, P.A.,  
ATTORNEYS AT LAW**

The undersigned natural persons, competent and licensed to practice law in the State of Florida, acting hereby as Incorporators for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapters 607 and 621 of the Florida Statutes, do hereby adopt the following Articles of Incorporation.

**Article I – Name**

The name of the Corporation is “**Rodriguez & Rodriguez, P.A., Attorneys at Law**” (hereinafter referred to as the “Corporation.”).

**Article II – Purpose of Business**

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

- (i) To engage in every aspect in the practice of law;
- (ii) To engage and render professional services solely through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as the Corporation;
- (iii) To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law;
- (iv) To engage in no other business other than the rendition of the professional services specified herein;
- (v) 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.

**Article III – Principal Office**

The principal office and mailing address of the Corporation is: 2665 SW 37<sup>th</sup> Ave, #613, Coral Gables, FL 33133.

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#### **Article IV – Incorporators**

The name and street address of the incorporators of the Corporation are Emilio Jose Rodriguez, Esq., 2665 SW 37<sup>th</sup> Ave, #613, Coral Gables, FL 33133, and Franchesca Marrero-Rodriguez, Esq., 2665 SW 37<sup>th</sup> Ave, #613, Coral Gables, FL 33133.

#### **Article V – Officers & Directors**

The Corporation shall have a Board of Directors. The number of directors may be increased or decreased from time to time by a resolution of the majority of the shareholders, but shall never be less than one (1). The initial officers and directors of the Corporation are:

Emilio Jose Rodriguez, Esq.  
President, Treasurer & Director  
2665 SW 37<sup>th</sup> Ave, #613  
Coral Gables, FL 33133

Franchesca Marrero-Rodriguez, Esq.  
Chairperson of the Board of Directors, Vice-President & Secretary  
2665 SW 37<sup>th</sup> Ave, #613  
Coral Gables, FL 33133

#### **Article VI – Shareholder Action In Absence of a Shareholder Meeting**

Any action by the shareholders may be taken without a meeting if consent in writing setting forth the action so taken is signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records prior to the execution of such action.

#### **Article VII – Director Action in Absence of Board meeting**

If all directors severally or collectively consent in writing to any action or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation prior to the execution of such action, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### **Article VIII – Indemnification**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **Article IX – Professional Disqualification**

If any officer, director, shareholder, agent or employee of the 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 shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the Corporation, except that any such shares shall not be entitled to dividends.

#### **Article X – Corporate Capitalization**

- (i) The maximum number of shares that the corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00). The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- (ii) Shares of the Corporation's stock 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 the Corporation.
- (iii) No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.
- (iv) The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth by these Articles of Incorporation and/or in the Bylaws of the Corporation.
- (v) The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

#### **Article XI – Shareholders' Restrictive Agreement**

All of the Corporation's shares of stock may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **Article XII – Powers of Corporation**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law and/or these Articles of Incorporation and/or the Bylaws of the Corporation.

## **Article XIII – Term of Existence**

The Corporation shall have a perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Department of State.

## **Article XIV – Registered Owners**

The Corporation, to the extent permitted by law, shall be entitled to treat the person(s) in whose name any share or right is registered on the books of the Corporation as the owner(s) thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person(s), whether or not the Corporation shall have notice thereof.

## **Article XV – Registered Office and Registered Agent**

The initial address of the Corporation's registered office is 2665 SW 37<sup>th</sup> Ave, #613, Coral Gables, FL 33133. The name and address of the Corporation's initial Registered Agent is Franchesca Marrero-Rodriguez, Esq., 804 S. Douglas Rd., Suite 373, Coral Gables, FL 33134. Franchesca-Marrero-Rodriguez, Esq., is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

## **Article XVI – Bylaws**

The power to adopt, alter, amend, or repeal the Bylaws of the Corporation shall be vested in the Board of Directors, without the assent or vote of the shareholders, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation. The affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## **Article XVII – Effective Date**

These Articles of Incorporation shall be effective on the 17<sup>th</sup> day of April, 2016 pursuant to Florida Statute 607.0203.

### **Article XVIII- Amendment**

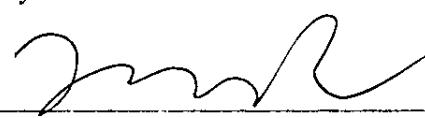
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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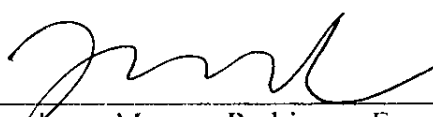
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 17<sup>th</sup> day of April, 2016. I am an incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1 and May 1 in the calendar year following formation of this Corporation and year thereafter to maintain "active" status.

  
Emilio José Rodríguez, Esq.  
Incorporator

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 17<sup>th</sup> day of April, 2016. I am an incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1 and May 1 in the calendar year following formation of this Corporation and year thereafter to maintain "active" status.

  
Franchesca Marrero-Rodriguez, Esq.  
Incorporator

Having been named Registered Agent of this Corporation to accept service of process on its behalf 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 am familiar with and accept the obligations of my position as Registered Agent. Dated this 17<sup>th</sup> day of April, 2016.

  
Franchesca Marrero-Rodriguez, Esq.  
Registered Agent