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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Carol Ann Feiner Umhoefer, P.A.**

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**D. O'KEEFE**

**JAN 26 2022**

**WRITTEN CONSENT  
OF THE SOLE DIRECTOR OF  
CAROL ANN FEINER UMHOEFER, P.A.**

**December 22, 2021**

---

The undersigned, being the sole member of the Board of Directors (the "Board") of CAROL ANN FEINER UMHOEFER, P.A., a Florida professional association (the "Corporation"), pursuant to the provisions of the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act, does hereby agree and consent that when he has signed this consent the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Board duly called and held for the purpose of acting upon proposals to adopt such resolutions.

**1. Organizational Matters**

**RESOLVED**, that a copy of the Articles of Incorporation, as attached hereto as Exhibit A, having been executed by the sole incorporator on December 22, 2021 and filed with the Secretary of State of the State of Florida, shall be filed in the corporate record book; and it is

**FURTHER RESOLVED**, that all of the actions of the sole incorporator of the Corporation are hereby approved, ratified and adopted, in all respects; and it is

**FURTHER RESOLVED**, that there shall be adopted and maintained a corporate record book, including the stock transfer ledger, as the official record book and stock transfer ledger of the Corporation; and it is

**FURTHER RESOLVED**, that Carol Ann Feiner Umhoefer, whose address is 200 S. Biscayne Boulevard, Suite 2500, Miami, FL 33131, is hereby appointed the registered agent of this Corporation, pursuant to Florida law (the "Registered Agent"), in charge of the principal office of this Corporation in the State of Florida and of the books required by law to be kept in that office, and the Registered Agent upon whom process against this Corporation may be served in accordance with the laws of the State of Florida.

**2. Bylaws**

**RESOLVED**, that the Bylaws substantially in the form attached hereto and incorporated herein as Exhibit B, with such changes, additions or deletions as the officers of the Corporation may deem necessary, are hereby adopted as the Bylaws of the Corporation for the regulation and management of its affairs, and that a copy of such Bylaws shall be filed with the corporate records of the Corporation.

### 3. Officers

**RESOLVED**, that the following persons are appointed to the offices indicated opposite their respective names, to hold office until the first annual meeting of the Board and thereafter until their successors are duly elected and qualified:

President  
Secretary  
Treasurer

Carol Ann Feiner Umhoefer  
Carol Ann Feiner Umhoefer  
Carol Ann Feiner Umhoefer

**FURTHER RESOLVED**, that the President shall review and approve, prior to filing, all documents, reports, and certificates filed by or on behalf of the Corporation with any state or governmental regulatory authority; and it is

**FURTHER RESOLVED**, that the Treasurer of the Corporation and/or any officers or agents as they may designate are hereby authorized to make payments from the funds of the Corporation for expenses incurred or to be incurred incident to the organization of this Corporation or to the implementation of authorized corporate action including, but not by way of limitation, all expenses for office and clerical services and professional accounting, investment consultant, and legal services provided to the Corporation, and all filing fees relating to the creation of the Corporation or the implementation of any authorized corporate practice; and it is

**FURTHER RESOLVED**, that the President and/or any officers or agents as he may designate are hereby authorized to comply with any state or federal securities laws and regulations that must be complied with for the sale of stock of the Corporation; and it is

**FURTHER RESOLVED**, that for the purposes of authorizing the Corporation to do business in any state, territory, or dependency of the United States or any foreign country in which it is necessary or expedient for this Corporation to transact business, the proper officers of this Corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to make and file all necessary certificates, reports, powers of attorney, and other instruments as may be required by the laws of such state, territory, dependency, or country to authorize the Corporation to transact business therein.

### 4. Accounting and Financial Matters

**RESOLVED**, that the fiscal year of the Corporation shall end December 31 and that, with the exception of the first fiscal year, it shall be a 12-month period, ending December 31 of each and every year; and it is

**FURTHER RESOLVED**, that the Corporation shall elect Subchapter S status under the Internal Revenue Code of 1986, as amended; and it is

**FURTHER RESOLVED**, that the Treasurer of the Corporation shall not be required to furnish any type of bond for the faithful performance of the duties of that office; and it is

**FURTHER RESOLVED**, that the proper officers be, and they hereby are, authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation and to reimburse said expenses to the officers of the Corporation, as applicable.

5. **Banking Resolutions**

**RESOLVED**, that the President and Treasurer and/or any officers or agents as they may designate are hereby authorized to open such bank account(s) on behalf of the Corporation as they deem appropriate or advisable, and that such officers or agents are authorized to execute and deliver to such banks the resolutions required thereby and such resolutions will be deemed to have been approved by this Board with the same force and effect as if they had been set forth herein; and it is

**FURTHER RESOLVED**, that the President and Treasurer of the Corporation and/or any officers or agents as they may designate are hereby authorized to deposit any of the funds of the Corporation in said bank(s) and that the President or Treasurer of the Corporation and/or any officers or agents as they may designate are hereby authorized to withdraw funds of this Corporation by checks drawn in the name of the Corporation from said bank(s) either at its main office or any of its branches.

6. **Issuance of Stock**

**RESOLVED**, that the Corporation be, and it hereby is, authorized to issue 1,000 shares of its common stock, par value \$0.01 per share (the "Common Stock"), to Carol Ann Feiner Umhoefer, Esq., for a purchase price of \$0.01 per share, and upon receipt of such consideration therefor, which is hereby determined to be adequate, the appropriate officers of the Corporation be, and they hereby are, authorized and directed to issue such shares of Common Stock to Carol Ann Feiner Umhoefer, which shares, upon the issuance thereof, shall be fully-paid and non-assessable.

7. **General Ratification**

**FURTHER RESOLVED**, that in addition to and without limiting the foregoing, the appropriate officers of the Corporation be, and each of them acting alone hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as such person may deem appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be, by or under the direction of the appropriate officers of the Corporation) and all actions heretofore taken by the officers and agents of the Corporation in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Corporation; and it is

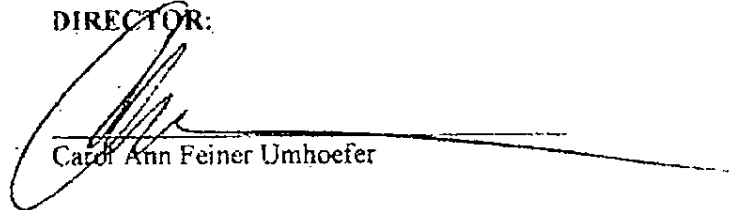
**FURTHER RESOLVED**, that a facsimile or other electronic copy of these resolutions shall be deemed an original and any person may rely upon a facsimile or other electronic copy of these resolutions in determining the validity of the actions taken by the Board hereunder; and it is

**FURTHER RESOLVED**, that the undersigned hereby directs that a copy of these resolutions be filed with the minutes of the proceedings of the Board.

**[the remainder of this page was intentionally left blank]**

**IN WITNESS WHEREOF**, the undersigned director has executed this Written Consent for the purpose of giving consent thereto effective as of the date first written above.

**DIRECTOR:**

A handwritten signature in black ink, appearing to read "Carol Ann Feiner Umhoefer", is written over a horizontal line. The signature is stylized with a large loop at the beginning and a long, sweeping tail that extends to the right.

Carol Ann Feiner Umhoefer

**Exhibit A**

**Articles of Incorporation**

**Exhibit B**

**Bylaws**



**ARTICLES OF INCORPORATION  
OF  
CAROL ANN FEINER UMHOEFER, P.A.**

The undersigned, acting as incorporator of CAROL ANN FEINER UMHOEFER, P.A. (the "Corporation") under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the Corporation is: CAROL ANN FEINER UMHOEFER, P.A.

**ARTICLE II  
COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE III  
DURATION**

The duration of the Corporation will be perpetual.

**ARTICLE IV  
PURPOSE**

The purpose for which the Corporation is organized is to engage in the business of professional legal services.

**ARTICLE V  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address and mailing address of the principal office of the Corporation is:

200 S. Biscayne Boulevard, Suite 2500  
Miami, FL 33131

**ARTICLE VI  
AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$0.01 par value per share.

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TALLAHASSEE, FLORIDA

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**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 200 S. Biscayne Boulevard, Suite 2500, Miami, FL 33131, and the name of the Corporation's initial registered agent at that address is Carol Ann Feiner Umhoefer.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, as provided in the Bylaws of the Corporation. The name and address of the initial director is:

<u>Name</u>	<u>Address</u>
Carol Ann Feiner Umhoefer	200 S. Biscayne Boulevard, Suite 2500 Miami, FL 33131

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**ARTICLE IX**  
**INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Carol Ann Feiner Umhoefer	200 S. Biscayne Boulevard, Suite 2500 Miami, FL 33131

**ARTICLE X**  
**INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case, even though not specifically provided for herein.

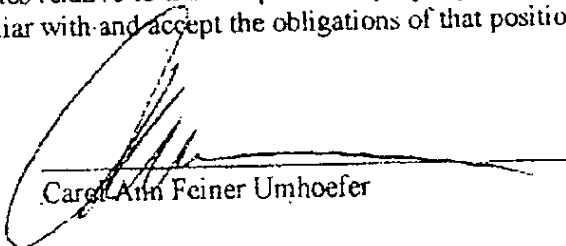
[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22<sup>nd</sup> day of December, 2021.

  
\_\_\_\_\_  
Carol Ann Feiner Umhoefer, Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent for CAROL ANN FEINER UMHOEFER, P.A. in the foregoing Articles of Incorporation, I hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

  
Carol Ann Feiner Umhoefer

**BYLAWS  
OF  
CAROL ANN FEINER UMHOEFER, P.A.  
(A FLORIDA PROFESSIONAL ASSOCIATION)**

**ARTICLE I**

**Office - Seal**

**Section 1.** The principal office of the corporation shall be as determined from time to time by the Board of Directors. The corporation may have such additional offices, either within or without the State of Florida, as the Board of Directors may designate from time to time.

**Section 2.** The corporate seal shall be in such form as the Board of Directors shall prescribe.

**ARTICLE II**

**Shareholders**

**Section 1.** All meetings of the shareholders shall be held at the principal office of the corporation in Florida, or at such other place, either within or without the State of Florida, as from time to time may be determined by the Board of Directors and specified in the notice of such meeting.

**Section 2.** The annual meeting of shareholders shall be held on the date and at the time fixed, from time to time, by the directors. At such meeting, the shareholders shall elect the entire Board of Directors and shall transact such other business as may properly come before the meeting.

**Section 3.** Special meetings of shareholders may be called at any time by the President or by a majority of the directors. It shall also be the duty of the President to call such meetings whenever requested in writing to do so by the record holders of more than twenty percent (20%) of the stock issued and outstanding and entitled to vote, which request shall state the objects of the proposed meeting. Business transacted at all special meetings shall be confined to the objects stated in the notice thereof.

**Section 4.** Notice of the time and place of the annual meeting of shareholders and notice of the time, place and purpose of each special meeting of the shareholders shall be given at least ten (10) and not more than sixty (60) days before the date set for such meeting to each shareholder of record having the right and entitled to vote at such meeting; but at any meeting at which all shareholders shall be present or with respect to which all shareholders not present have waived notice in writing, the giving of notice shall not be required.

**Section 5.** The voting at all meetings of shareholders shall be by voice vote, but any qualified voter may demand a stock vote which shall be taken by written ballot containing the name of each shareholder voting and the number of shares voted.

Section 6. A majority in number of shares of the common stock issued and outstanding, represented by the holders in person shall be requisite at all meetings to constitute a quorum for the election of directors or the transaction of business. However, if such majority shall not be present at any such meeting, the shareholders present shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite amount of voting stock shall be represented. At any adjourned meeting at which the requisite amount of voting stock shall be represented, only that business may be transacted which might have been transacted at the postponed meeting.

Section 7. At any meeting of the shareholders at which a quorum is present, the vote of the holders of a majority of the stock, represented in person, shall be required to constitute a valid act of the shareholders.

Section 8. At each meeting of the shareholders, each shareholder of record shall be entitled to one vote for each share of common stock standing in his name on the books of the corporation on the record date, or if no such record date was fixed with respect to such meeting, on the date of the meeting.

Section 9. The Board of Directors may close the stock transfer books of the corporation for a period not in excess of sixty (60) and not less than ten (10) days preceding the date of any meeting of shareholders, any dividend or any allotment of rights. In lieu of closing the stock transfer books, the Board of Directors may, within the same time limitations in advance of such an event, fix a date therefor as a record date, and in such case only shareholders of record on the record date so fixed shall be entitled to receive notice and vote or receive such payment, distribution or right.

Section 10. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

Section 11. The shareholders of the corporation may elect by a majority vote that the affairs of the corporation be managed by the shareholders.

### ARTICLE III

#### Board of Directors

Section 1. In the event that a majority of the shareholders do not provide otherwise, the management of all of the affairs, business and property of the corporation shall be vested in its Board of Directors. The number of directors of the corporation shall be one (1), but said number may be increased from time to time by a majority vote of the shareholders. Directors shall be elected at the annual meeting of shareholders, except as otherwise provided for filling vacancies. Each director shall hold office until his successor has been elected and has qualified, or until his death, resignation or removal. No person shall be elected or shall serve as a director unless such person is a lawyer duly licensed to practice law in the State of Florida.

Section 2. The annual meeting of the Board of Directors shall be held each year immediately after and at the same place as the annual meeting of shareholders. No notice of the annual meeting of the Board of Directors need be given.

Section 3. Regular meetings of the Board of Directors may be held at such places and at such times as the Board from time to time shall determine by written resolution. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then said meeting shall be held at the same hour on the next succeeding business day which is not a legal holiday. No notice of regular meetings of the Board of Directors need be given.

Section 4. Special meetings of the Board of Directors may be held whenever called by the President or by a majority of the directors. Notice of each special meeting of the Board shall be given to each director at least two (2) days before the date on which the special meeting is to be held. Every such notice shall state the time and place of the meeting and the purpose therefor. The only business which may be transacted at any special meeting shall be that specified in the notice. At any meeting at which every member of the Board shall be present, or with regard to which all members of the Board have waived notice in writing, the giving of notice as above required shall not be required and any business may be transacted.

Section 5. A majority of directors shall be required at Board meetings to constitute a quorum for the transaction of business. The vote of a majority of the directors present at any Board meeting at which a quorum is present shall be required to pass any resolution or to constitute a valid act of the Board. In the absence of a quorum, the directors present may adjourn any meeting from time to time until a quorum is had, but no further notice of an adjourned meeting need be given.

Section 6. The Board of Directors may hold its meeting at such places within or without the State of Florida as it from time to time may determine, or as shall be specified in any notice or waiver thereof.

Section 7. Any director may resign at any time by giving written notice to the President or to the Secretary. The resignation of any director shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Any director may be removed at any time, with or without cause, by a vote of the holders of a majority of the stock present, in person or by proxy, at any special meeting of the shareholders called for that purpose.

Section 9. All vacancies in the Board of Directors, whether caused by death, resignation, removal or otherwise, shall be filled without undue delay by the shareholders at a special meeting which shall be called for that purpose. The person so chosen shall hold office until the next annual meeting of shareholders and until a successor is elected and qualified.

Section 10. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.



## ARTICLE IV

### Officers of Corporation

Section 1. The officers of the corporation shall be a President, a Secretary and a Treasurer. All officers shall be elected annually by the directors and shall hold their respective offices only at the pleasure of the directors. Any officer may be removed at any time by the vote of a majority of directors at a special meeting called for that purpose. The Board of Directors may appoint such other officers and agents, with such powers and duties, as it shall deem necessary.

Section 2. Any person may hold two or more offices. None of the officers need be members of the Board of Directors.

Section 3. The President shall be the chief executive officer of the corporation. He shall preside at all meetings of the shareholders and directors, shall have active and general management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect. He shall be an ex-officio member of all standing committees, and shall have the general power and duties of supervision and management usually vested in the office of president of a corporation. The President also shall appoint and discharge all subordinate agents and employees and fix their salaries, subject to review by the Board of Directors, and shall designate the duties they are to perform.

Section 4. The Vice-President, if any, in the absence of the President or in the event of his death, inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President may sign, with the Secretary, certificates for shares of the corporation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 5. The Secretary shall keep the minutes of the meetings of the Board of Directors and the minutes of the meetings of the shareholders. He shall give and serve all notices of the corporation and its Board. He shall be custodian of the seal of the corporation and shall affix the seal to deeds, contracts and other instruments in writing requiring a seal, and he shall attest same. He shall have charge of the stock certificate book and such other books and papers as the Board may direct, and shall perform all the duties incidental to this office.

Section 6. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation. He shall receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories and, in general, perform all of the duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. The Board of Directors, by resolution, may require any or all of the officers of the corporation to give bond in favor of the corporation, with sufficient surety and in such amounts as the Board may determine, conditioned on the faithful performance of the duties of their respective offices.

## ARTICLE V

### Stock

Section 1. Shares of the corporation's stock and certificates therefor shall be issued only to attorneys duly licensed to practice law in the State of Florida. Shares need not be certificated.

Section 2. The certificates for shares of the common stock of the corporation, if such shares are issued, shall be in such form as shall be approved by the Board of Directors. The shares of stock of the corporation shall be transferable only on the books of the corporation by the holder thereof in person or by his attorney, upon surrender for cancellation of the certificate or certificates, with an assignment and power of transfer endorsed thereon or attached thereto duly executed, and with such proof of authenticity of the signature as the corporation or its agents may require.

Section 3. All stock certificates shall be signed by the President and the Secretary and shall bear the seal of the corporation, which seal may be a facsimile, engraved or imprinted.

Section 4. No certificate for shares of stock in the corporation shall be issued in place of any certificate alleged to have been lost, stolen or destroyed, except upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

Section 5. No shareholder of this corporation and no representative of a deceased or incompetent shareholder may sell or transfer any of such shareholder's shares of stock in this corporation except to another individual who is then a lawyer who is duly licensed to practice law the State of Florida.

## ARTICLE VI

### Dividends

The Board of Directors may, from time to time, declare, and the corporation may pay from the surplus profits of the corporation, dividends and other distributions with respect to its outstanding shares in cash, property, or its own shares.

## ARTICLE VII

### Fiscal Year

The fiscal year of the corporation shall be as determined by the Board of Directors from time to time.

## ARTICLE VIII

### Notices

Section 1. Whenever the provisions of a statute or the Articles of Incorporation or any of these Bylaws require or permit notice to be given to any director, officer or shareholder, it shall not be construed to require personal notice, but any such notice may be given in writing by depositing the same in a post office or letter box in a prepaid sealed wrapper, or by delivering the same to a telegraph company for transmission by wire, the cost thereof being prepaid, in either case addressed to such director, officer or shareholder at his address as the same appears on the books of the corporation, and the time when the same shall be so mailed or delivered to the telegraph company shall be deemed to be the time of the giving of such notice.

Section 2. Any shareholder or director may waive in writing any notice required or permitted to be given under any statute, the Articles of Incorporation or these Bylaws, either before, at, or after the meeting or other event for which notice is to be provided. All shareholders and directors personally present at any meeting shall be deemed to have waived all notices with respect to said meeting.

## ARTICLE IX

### Amendments

Unless otherwise provided by law, these Bylaws may be altered, amended or repealed or new Bylaws may be adopted by action of the Board of Directors

Foreign Legal Consult: X

<https://www.floridabar.org/directories/find-...>Judicial Nominating  
Commissions

State of Florida

Federal Government

Clear All

Showing 1 result

## Carol Ann Feiner Umhoefer

Foreign Legal Consultant

Limited Practice Of Law in Florida

Bar Number

293145

Mail Address:

Country: France  
 200 S Biscayne Blvd Ste 2500  
 Miami, FL 33131-5340

Office: 305-437-5341

Fax: 305-423-8500

Email:

carol.umhoefer@diapipe.com

Personal Bar URL:

<https://www.floridabar.org/mybarprofile/293145>

VCard:



County:

Miami-Dade

Circuit:

11

Admitted:

10/31/2016

10-Year Discipline

None

History:

p.com

search

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