

## Florida Department of State

Division of Corporations

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**P23000422532**

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## To:

Division of Corporations

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Account Name : FORWARD LAW FIRM,P.A.

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## FLORIDA PROFIT/NON PROFIT CORPORATION

Millbrook Architect, P.A.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

T.J.H.

12/12/23

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## **ARTICLES OF INCORPORATION FOR A FLORIDA PROFESSIONAL CORPORATION**

The undersigned Incorporator, pursuant to the provisions of Chapter 607 and Chapter 621 of the Florida Statutes also known as the Florida Business Corporation Act and the Professional Service Corporations and Limited Liability Company Act (the "Act") desires to form a corporation named Millbrook Architect, P.A. ("Corporation") under the laws of the State of Florida by delivering to the Department of State of the State of Florida these Articles of Incorporation, in accordance with the provisions of the Act.

### **ARTICLE ONE NAME**

The name of the corporation, that satisfies the requirements of the Act, is:

Millbrook Architect, P.A.

### **ARTICLE TWO ADDRESSES**

The principal office address of the Corporation is:

4703 Saddle Court  
St. Cloud, Florida 34771

The mailing address of the Corporation is:

4703 Saddle Court  
St. Cloud, Florida 34771

### **ARTICLE THREE PURPOSES**

The Corporation is formed to engage in the practice of providing architecture services and engage in such other lawful and permitted business under the laws of the State of Florida, and to do anything professional corporations providing architecture services are permitted to do under the provisions of the Act, as amended from time to time.

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#### **ARTICLE FOUR DURATION**

The Corporation's duration is perpetual.

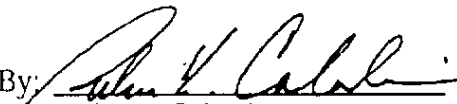
#### **ARTICLE FIVE REGISTERED AGENT**

The name and address of the Corporation's initial Registered Agent in the State of Florida is:

Assured Compliance Services, LLC  
1615 Woodward St.  
Orlando, FL 32803

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. This acceptance is made pursuant to Section 607.0501(3) of the Act.

ASSURED COMPLIANCE SERVICES,  
LLC.

By:   
Philip K. Calandrino, Manager

#### **ARTICLE SIX AUTHORIZED STOCK**

The total number of shares of stock that the Corporation has authority to issue will be 100,000 shares of Common Stock without par value, all of one class.

#### **ARTICLE SEVEN PREEMPTIVE SHAREHOLDER RIGHTS**

The shareholders of the Corporation do not have preemptive rights to acquire additional shares issued by the Corporation and may further outline their preemptive rights in a written agreement amongst themselves.

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## **ARTICLE EIGHT STOCK TRANSFER RESTRICTIONS**

Except as otherwise provided in these Articles, the Act, the Bylaws or in a separate agreement among the shareholders, no shareholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

## **ARTICLE NINE CERTIFICATES OF STOCK**

Notwithstanding any oral or written agreement to the contrary, the Corporation shall not issue stock without certificates, pursuant to Section 607.0626 of the Act. A person or entity who is a prospective shareholder of the Corporation does not attain status as a shareholder unless the Corporation has issued a certificate evidencing the Common Stock owned by that person or entity. The certificate need not be sealed. The certificate may be dated on a date that is different from the date of its execution, and, if so dated, a prospective shareholder's status as a shareholder is thereby made effective retroactively or prospectively according to the date written on the certificate. The certificate shall be in digital form and maintained by the Corporation.

## **ARTICLE TEN SECURITY INTEREST**

No party is granted a consensual security interest in the corporation or its assets to pursue the remedies available to a secured creditor without the written approval of a majority of the corporation's directors.

## **ARTICLE ELEVEN INCORPORATOR**

The name and address of the Incorporator is as follows:

Philip K. Calandrino  
Forward Law Firm, P.A.  
d/b/a Forward Law Firm  
1615 Woodward St.  
Orlando, FL 32803

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## **ARTICLE TWELVE BOARD OF DIRECTORS**

The Board of Directors will have at least one Director and may have more Directors as outlined by the Corporation's Bylaws. Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual or special meeting of shareholders, at which time the shareholders will elect the successors.

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

## **ARTICLE THIRTEEN LIMITATIONS ON AUTHORITY OF BOARD OF DIRECTORS**

Even after due authorization, approval, or advice of the action by the Board of Directors as required by law, any of the following corporate actions also require approval by the shareholders by an affirmative vote of a majority of the votes entitled to be cast to be effective and valid: Election and removal of Directors; Mergers; and Acquisitions.

## **ARTICLE FOURTEEN RELEASE FROM PERSONAL LIABILITY**

A Director will not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director votes that is not lawful under Florida law; or
- an intentional violation of criminal law.

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## **ARTICLE FIFTEEN INDEMNIFICATION**

The Corporation must indemnify every Director and/or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

## **ARTICLE SIXTEEN POWER TO ENACT, AMEND, AND REPEAL BYLAWS**

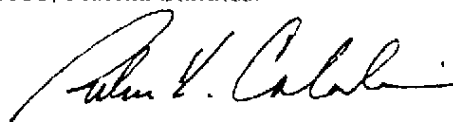
The Corporation's Board of Directors holds the exclusive power to make, alter, amend, or repeal the Corporation's Bylaws.

## **ARTICLE SEVENTEEN INITIAL DIRECTOR**

The initial director of the Corporation is:

Emil Zibrin  
4703 Saddle Court  
St. Cloud, Florida 34771

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 §817.155, Florida Statutes.



Philip K. Calandrino  
Incorporator

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