

P24000005383

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

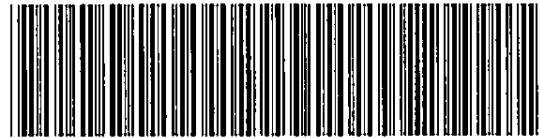
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900422288429

01/24/24 11:10:02 900422288429

RECEIVED  
TALLAHASSEE, FLORIDA

2024 JAN 24 AM 9:32  
2024 01 24 09:32:25

MS

## COVER LETTER

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

**SUBJECT:** 3RD ACT ARCHITECTURE AND CONSULTING, P.A.

(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:** Robert B. Celander, Esq., King & Wood, P.A.  
Name (Printed or typed)

1701 Hermitage Blvd., Suite 203  
Address

Tallahassee, Florida 32308  
City, State & Zip

850-580-7711  
Daytime Telephone number

robertcelander@kingandwoodlaw.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  
OF  
3RD ACT ARCHITECTURE AND CONSULTING, P.A.**

Pursuant to Chapters 607 and 621, Florida Statutes, the undersigned, being a natural person who is licensed to practice architecture in the State of Florida, hereby acts as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a professional corporation under the Professional Service Corporation and Limited Liability Company Act.

**ARTICLE I  
(Name)**

The name of the Corporation (the "Corporation") is 3RD ACT ARCHITECTURE AND CONSULTING, P.A.

**ARTICLE II  
(Formation Date and Duration)**

The existence of the Corporation began on January <sup>22</sup>/~~15~~, 2024. The duration of the Corporation is perpetual.

**ARTICLE III  
(Principal Office)**

The street address of the initial principal office of the Corporation is 704 Pinecrest Isle Court, St. Augustine, Florida 32092.

**ARTICLE IV  
(Purpose)**

The purpose for which the Corporation is organized is the practice of architecture by one or more licensed architects through a qualified business organization that offers architectural services to the public, subject to the provisions of Chapter 481, Florida Statutes. The purpose of the Corporation is any lawful act or activity for which a professional service corporation engaged in such profession may be organized under the Professional Service Corporation and

Limited Liability Company Act, Chapter 621, Florida Statutes, and for which such a corporation is permitted to engage in under other applicable law. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation and Limited Liability Company Act.

## **ARTICLE V (Shares)**

The maximum number of shares this Corporation is authorized to issue is 10,000, without par value, all of which shall be Common Shares. Such shares shall be of a single class. No preferences, qualifications, limitations, restrictions, or special rights, other than those provided by law, shall exist with respect to any of the shares of the Corporation or any of the holders of such shares. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice architecture in the State of Florida.

## **ARTICLE VI (Registered Office and Registered Agent)**

The initial street address of the Corporation's registered office is 1701 Hermitage Blvd., Suite 203, Tallahassee, Florida 32308. The initial registered agent for the Corporation at such address is KING AND WOOD, P.A., a Florida corporation.

## **ARTICLE VII (Initial Directors)**

The initial Board of Directors shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporations's Bylaws, but shall never be less than one. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders. The name and address of the person who will serve on the initial board of directors is:

**Name****Address**

Sam Arnold Andras

704 Pinecrest Isle Ct.  
St. Augustine, Florida 32092

All corporate powers shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the Bylaws of the Corporation.

**ARTICLE VIII  
(Incorporator)**

The name and street address of the person signing these Articles of Incorporation is:

**Name****Address**

Sam Arnold Andras

704 Pinecrest Isle Ct.  
St. Augustine, Florida 32092

(the "Incorporator").

The power of the Incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

**ARTICLE IX  
(Indemnification)**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

*[Remainder of this page intentionally left blank]*

**ARTICLE X  
(Amendment)**

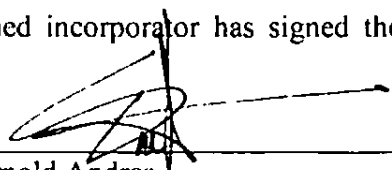
The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

**ARTICLE XI  
(S Corporation Election)**

If the stockholders of the corporation ever elect to be taxed pursuant to the S Corporation provisions of the Internal Revenue Code of 1986, as amended ("Election"), then to the extent allowed by law, the corporation and the board of directors will each year, on or before the due date(s) for estimated payment(s) of federal and applicable state and local income taxes, pay to the stockholders, by way of salary, bonus, dividend or otherwise, sufficient money for each stockholder to pay the federal and applicable state and local income taxes due for the applicable time periods. In the event of an Election, neither any stockholder nor any of the officers of the corporation may, without the prior written consent of the record holders of more than two-thirds (2/3) of the then outstanding shares of stock in the corporation, make or effect any transfer of any shares of stock in the corporation that would cause a termination or invalidation of the Election.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file, and record these Articles of Incorporation and does certify that the facts herein stated are true, and has accordingly hereunto set his or her hand and seal.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation.

  
\_\_\_\_\_  
Sam Arnold Andras,  
Incorporator

Date: \_\_\_\_\_

1/22/24

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for 3RD ACT ARCHITECTURE AND CONSULTING, P.A. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to 607.0501, Florida Statutes.



---

Edward W. Wood, President  
KING AND WOOD, P.A.  
Registered Agent

Date: 1/23/24

K:\Andrus, Sam & Victoria\2024 Professional Services Corp Formation\Articles of Incorporation.wpd

2024 J. 2 2:23