

P95000000049

ROGERS, TOWERS ET AL.

(Requester's Name)

106 South Monroe St. (unit B)

(Address)

Tallahassee, Florida 32301 (222-7200)

(City, State, Zip)

(Phone #)

Call Pat or Tamara if any problems.

OFFICE USE ONLY

900001366989
-01/03/95--01018--010
*****70.00 *****70.00

EFFECTIVE DATE

1-1-95

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. A Barry Grosse, P.A.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐

Walk in

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Pick up time

1:00 PM

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Certified Copy

☐

Mail out

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Will wait

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Photocopy

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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Rtr. a photocopy of filed doc is one at.

Examiner's Initials

KAN 1-3

ARTICLES OF INCORPORATION
OF
A. BARRY GROSSE, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN -3 AM 10: 05

ARTICLE I
NAME

The name of this Corporation is:

A. BARRY GROSSE, P.A.

EFFECTIVE DATE

1-1-95

ARTICLE II
PURPOSE

It is intended that this Corporation shall be a professional service corporation governed by the provisions of Chapter 621, Florida Statutes.

The general nature of the business or businesses to be transacted is as follows:

To transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida including, but not limited to, rendering professional legal services and to do all things in connection therewith that are customarily done by licensed attorneys under the laws of the State of Florida and to do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the Corporation.

Unless otherwise directed by the shareholders, the business of this Corporation shall be limited to the foregoing activities.

ARTICLE III
Perpetual Existence

The existence of this Corporation shall be perpetual. These Articles of Incorporation shall be effective January 1, 1995, or such later date as filed with the Florida Secretary of State.

ARTICLE IV
Principal Office; Mailing Address

The principal office and mailing address of this Corporation will be at 8560 Commonwealth Avenue, Jacksonville, Florida 32220, or such other address as the Board of Directors may from time-to-time designate.

ARTICLE V
Directors

The number of directors shall be one (1).
The name and address of the member of the first board of directors are:

A. Barry Grosse
8560 Commonwealth Avenue
Jacksonville, Florida 32220

ARTICLE VI
Powers of Directors

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this Corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

To determine and fix the compensation of officers, directors, agents and employees of this Corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this Corporation thereto; to enter into employment contracts or service agreements with officers, directors, shareholders, agents and employees of this Corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director or shareholder in any of the foregoing matters shall not disqualify such director or shareholder from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect of such matters.

This Corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both shareholders and directors shall have the power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the board of directors.

This Corporation reserves the right to amend, alter, change or repeal any provision contained in its 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.

Without limiting the generality of the preceding paragraph, the Articles of Incorporation of this Corporation may be amended to change the business purpose of this Corporation from the rendering of professional services to provide for any other lawful purpose.

ARTICLE VII **Stock**

The maximum number of shares with par value that this Corporation is authorized to have outstanding at any one time is Fifty Thousand (50,000) shares of the par value of One Dollar (\$1.00) each.

ARTICLE VIII **Limitations on Corporate Stock**

This Corporation may not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation is incorporated. No shareholder of this Corporation may enter into a voting trust agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

If any member, officer, shareholder, agent, or employee of this Corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within this state or is otherwise restricted from rendering such professional services or owning stock in this Corporation, that person shall sever all employment with, and financial interests in, this Corporation forthwith.

ARTICLE IX **Initial Registration Office And Asset**

The street address of the initial registered office of this corporation is 8560 Commonwealth Avenue, Jacksonville, Florida 32220, and the name of the initial registered agent of this Corporation at that address is A. Barry Grosse.

ARTICLE X **Incorporators**

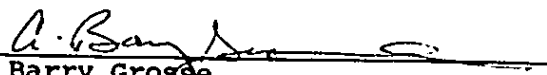
The name and address of the incorporator of this Corporation is as follows:

A. Barry Gross, Esquire
Rogers, Towers, Bailey, Jones & Gay, P.A.
8560 Commonwealth Avenue
Jacksonville, Florida 32220

ARTICLE XI
Contracts

No contract or other transaction between this Corporation and any person, firm or corporation shall be affected by the fact that any director or officer of this Corporation, individually or jointly, is a party to, or is interested in, such contract or transactions or by the fact that any director or officer of this Corporation is a director or officer of such other corporation.

I THE UNDERSIGNED, being the original incorporator hereinbefore named for the purpose of forming a professional corporation to do business both within and outside the State of Florida, do make, subscribe, acknowledge, and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have signed my name this 30 day of December, 1994.


A. Barry Gross

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 621 and Section 607.0501, Florida Statutes, the below named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

A. Barry Grosse, P.A.

2. The name and address of the registered agent and office are:

A. Barry Grosse, Esquire
8560 Commonwealth Avenue
Jacksonville, Florida 32220

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: A. Barry Grosse
A. Barry Grosse
DATE: 12/30/94

rrb\rmr\corp\barry\articles

P95000000049

TRANSMITTAL LETTER

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

200001884322
-07/05/96--01003--003
*****70.00 *****70.00

SUBJECT: GROSSE & TRITT, P.A.
(Proposed corporate name - must include suffix)

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

☒ \$70.00 ☐ \$78.75 ☐ \$122.50 ☐ \$131.25

FROM: A. BARRY GROSSE, ESQUIRE

Name (printed or typed)

2222 PARK STREET

Address

JACKSONVILLE, FLORIDA 32204

City, State & Zip

(904)387-2744

Daytime Telephone number

SH 7/11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL -3 AM 8:43

FILED

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

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

ARNOLD D. TRITT, JR., P.A., a Florida corporation, P95000064176

INTO

**A. BARRY GROSSE, P.A. which changed its name to
GROSSE & TRITT, P.A., a Florida corporation, P95000000049.**

File date: July 3, 1996

Corporate Specialist: Steven Harris

ARTICLES OF MERGER OF GROSSE & TRITT, P.A.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging:

1. The names of the corporations which are parties to the within merger are **A. BARRY GROSSE, P.A. and ARNOLD D. TRITT, JR., P.A.** **A. BARRY GROSSE, P.A.** is the surviving corporation.

2. On **JUNE 25, 1996**, a plan of merger, a copy of which is attached as Exhibit "A" and incorporated by reference, was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act.

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Designations of Class</u>	<u>Number of Shares</u>
A. Barry Grosse, P.A.	100	Common Stock	50,000
Arnold D. Tritt, Jr., P.A.	100	Common Stock	50,000

4. As to both **A. BARRY GROSSE, P.A. and ARNOLD D. TRITT, JR., P.A.**, the shareholders of both corporations unanimously voted to approve the merger.

5. The effective date of this merger shall be **JULY 1, 1996**.

6. Pursuant to Section 607.1006 of the Florida Statutes, the shareholders of **A. BARRY GROSSE, P.A.** amend the articles of incorporation of the corporation originally filed with the Secretary of State of Florida on **JANUARY 1, 1995**, as follows:

Delete present ARTICLE I, NAME, ARTICLE IV, PRINCIPAL OFFICE AND MAILING ADDRESS, and ARTICLE V, DIRECTORS, and substitute in its place the following:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is: **GROSSE & TRITT, P.A.**

ARTICLE IV. PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of this Corporation will be at 2222 Park Street, Jacksonville, Florida 32204, or such other address as the Board of Directors may from time-to-time designate.

ARTICLE V. DIRECTORS

The number of directors of the corporation shall be two (2).

	<u>NAME</u>	<u>ADDRESS</u>
1.	A. Barry Grosse	2222 Park Street, Jacksonville, Florida 32204
2.	Arnold D. Tritt, Jr.	2222 Park Street, Jacksonville, Florida 32204

The remainder of the provisions of the articles of incorporation shall remain as filed on **JANUARY 1, 1995.**

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Dated: 6/28/96

A. BARRY GROSSE, P.A.

By:

A. Barry Grosse
Director

A. Barry Grosse
Shareholder

Seal

ARNOLD D. TRITT, JR., P.A.

By:

A. D. Tritt, Jr.
Director

A. D. Tritt, Jr.
Shareholder

PLAN OF MERGER

Plan of Merger dated **JUNE 25, 1996**, between **A. BARRY GROSSE, P.A.**, referred to as the surviving corporation, and **ARNOLD D. TRITT, JR., P.A.**, referred to as the absorbed corporation.

WITNESSETH:

- A. **A. BARRY GROSSE, P.A.**, is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2222 Park Street, Jacksonville, Florida 32204.
- B. **A. BARRY GROSSE, P.A.** has a capitalization of \$ 100.00 (50,000 authorized shares of \$ 1.00 of common stock, of which 100 shares are issued and outstanding.) The authorized number of shares will be 50,000 on the effective date of the merger.
- C. **ARNOLD D. TRITT, JR., P.A.**, is a corporation organized and existing under the laws of the State of Florida with its principal office at 2222 Park Street, Jacksonville, Florida 32204.
- D. **ARNOLD D. TRITT, JR., P.A.**, has a capitalization of \$ 100.00 (50,000 authorized shares of \$ 1.00 of Common stock of which 100 shares are issued and outstanding.)
- E. The boards of directors of the constituent corporations deemed it desirable and in the best business interests of the corporations and their shareholders that **ARNOLD D. TRITT, JR., P.A.** be merged into **A. BARRY GROSSE, P.A.** pursuant to the provisions of Sections 607.1101 et seq. Of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368 (a) (1) (A) of the Internal Revenue Code of 1986, as amended.

IN CONSIDERATION OF THE MUTUAL COVENANTS, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. **MERGER.** **ARNOLD D. TRITT, JR., P.A.** shall merge with and into **A. BARRY GROSSE, P.A.**, which shall be the surviving corporation.

Section Two. **TERMS AND CONDITIONS.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. **CONVERSION OF SHARES.** The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of common stock of **ARNOLD D. TRITT, JR., P.A.** issued and outstanding on the effective date of the merger shall be converted into an equal number of shares of common stock of **A. BARRY GROSSE, P.A.**, which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall

issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above.

Section Four. CHANGES IN ARTICLES OF INCORPORATION. The articles of incorporation of the surviving corporation are amended and changed so that **ARTICLE I, NAME, ARTICLE IV, PRINCIPAL OFFICE AND MAILING ADDRESS, and ARTICLE V, DIRECTORS,** are amended to read as follows:

ARTICLE I. NAME

The name of the corporation is: **GROSSE & TRITT, P.A.**

ARTICLE IV. PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of this Corporation will be at 2222 Park Street, Jacksonville, Florida 32204, or such other address as the Board of Directors may from time-to-time designate.

ARTICLE V. DIRECTORS

The number of directors of the corporation shall be two (2).

	<u>NAME</u>	<u>ADDRESS</u>
1.	A. Barry Grosse	2222 Park Street, Jacksonville, Florida 32204
2.	Arnold D. Tritt, Jr.	2222 Park Street, Jacksonville, Florida 32204

Section Five. CHANGES IN THE BYLAWS. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. DIRECTORS AND OFFICERS. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. PROHIBITED TRANSACTIONS. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may pay regular quarterly dividends on their outstanding common shares and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. APPROVAL BY SHAREHOLDERS. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before **JUNE 25, 1996**, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be **JULY 1, 1996**.

Section Ten. ABANDONMENT OF MERGER. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before **JULY 1, 1996**; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. EXECUTION OF AGREEMENT. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Dated: 6/28/96

A. BARRY GROSSE, P.A.

By:

A. Barry Grosse
President/Secretary

A. Barry Grosse
Shareholder

Seal

ARNOLD D. TRITT, JR., P.A.

By:

A. D. Tritt, Jr.
President/Secretary

A. D. Tritt, Jr.
Shareholder

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 621 and Section 607.0501, Florida Statutes the below named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

GROSSE & TRITT, P.A.

2. The name and address of the registered agent and office are:

A. BARRY GROSSE, ESQUIRE
2222 PARK STREET
JACKSONVILLE, FLORIDA 32204

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

A. Barry Grosse
A. Barry Grosse, Esquire

DATE: _____

5/28/96