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BERT A. DAVENPORT, P. A.

ATTORNEY AND COUNSELLOR AT LAW  
216 EAST FOURTH STREET  
PANAMA CITY, FLORIDA 32401

BERT A. DAVENPORT

FILED  
JAN 2 11 09 AM  
TELEPHONE 904 785-6187

December 28, 1994

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

TELEPHONE 904 785-6187  
-1-000-351-1000  
\*\*\*+1111111111111111

Re: DAVENPORT AND JAMES, Chartered

Dear Sir:

Enclosed please find articles of incorporation for the new corporation DAVENPORT AND JAMES, Chartered. Our check in amount of \$122.50 is enclosed.

Thank you.

Very truly yours,

BERT A. DAVENPORT, P.A.

*Bert A. Davenport*  
Bert A. Davenport

BAD:jc  
Enc.: as stated

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F. C. ...

ARTICLES OF INCORPORATION  
OF  
DAVENPORT AND JAMES, Chartered

The undersigned incorporators, each of whom is licensed to practice law in the state of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation is DAVENPORT AND JAMES, Chartered.

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 216 East Fourth Street, City of Panama City, County of Bay, State of Florida, 32401. The name of the initial registered agent of the corporation, located at that office, is Alisa W. James.

ARTICLE III

DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

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DAVENPORT AND JAMES

## ARTICLE IV

### PURPOSE

This corporation is organized for the following purposes:

a. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

b. To own property, enter into contracts and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

c. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in the state of Florida.

## ARTICLE V

### CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, and shall have a value of \$10.00 per share.

## ARTICLE VI

### CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law in not less than \$1,000.00.

ARTICLE VII  
CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII  
INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

NAME	ADDRESS
Bert A. Davenport	216 East 4th Street Panama City, FL 32401
Alisa W. James	216 East 4th Street Panama City, FL 32401

ARTICLE IX  
DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two (2), and the names and addresses of the initial directors are:

NAME	ADDRESS
Bert A. Davenport	216 East 4th Street Panama City, FL 32401
Alisa W. James	216 East 4th Street Panama City, FL 32401

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be until the

election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

#### ARTICLE X

##### BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 90 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by affirmative vote of a majority of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

#### ARTICLE XI

##### DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

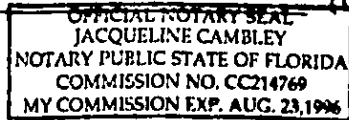
The undersigned incorporators of the corporation, have executed these articles of incorporation at Panama City, Bay County, Florida, this 28<sup>th</sup> day of December, 1994.

Bert A. Davenport  
BERT A. DAVENPORT  
Alisa W. James  
ALISA W. JAMES

STATE OF FLORIDA  
COUNTY OF BAY

SWORN TO and subscribed before me this 28<sup>th</sup> day of December, 1994, by BERT A. DAVENPORT and ALISA W. JAMES, who are personally known to me.

Jacqueline Cambley (Signature)  
Jacqueline Cambley (Printed Name)  
NOTARY PUBLIC - (Commission #)



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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Alisa W. James  
ALISA W. JAMES

December 28, 1994

P9500000877

January 23, 1996

Corporate Records Division  
Bureau of Division of Corporations  
Department of State  
PO Box 63727  
Tallahassee, FL 32301

RE: Amendment to Articles, Davenport & James, Chartered

To Whom It May Concern:

600001699316  
-01/26/96--01069--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Please find the enclosed amendment to our Articles of Incorporation to reflect a change in name to Davenport, James & Cothran, Chartered. Our check in the amount of \$35.00 is enclosed. I thank you for your prompt attention to this matter.

Sincerely,



Alisa W. James,  
President

Enclosures: As Stated

**Davenport, James & Cothran**  
Chartered

ATTORNEYS & COUNSELLORS at LAW  
1004 Jenks Avenue  
Panama City, Florida 32401

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 26 AM 9:32

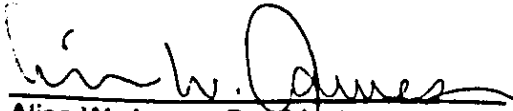
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ARTICLES OF AMENDMENT FOR  
DAVENPORT AND JAMES, CHARTERED

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 JAN 26 AM 9:32

1. The name of the corporation is Davenport and James, Chartered.
2. The amendment adopted by the shareholders is an amendment to Article I reflecting a change of name to Davenport, James & Cothran, Chartered.
3. The amendment was adopted at special meeting of the shareholders on December 29, 1995.
4. The amendment was approved. There are two shareholders and two votes were cast. This number of votes is sufficient for approval of the amendment.

Signed this 22<sup>nd</sup> day of January, 1996.

  
Alisa W. James, President