

MOORE, KESSLER & MOORE

ATTORNEYS AT LAW

JAMES E. MOORE
SIEGFRIED F. KESSLER
BERT MOORE

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P9500000/306
December 2, 1994

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation: Bert Moore, P.A.

Dear Sir:

Enclosed are the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$122.50 to cover the filing fees. Please return the appropriate documents to this office.

Thank you for your assistance in this matter. If there are any questions, please do not hesitate to contact this office.

Sincerely,

Deborah E. Eller

Deborah E. Eller
Legal Assistant to James E. Moore

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Enclosures

1/6/95

ARTICLES OF INCORPORATION
OF
BERT MOORE, P.A.

The undersigned, desiring to form a professional corporation in accordance with Florida Statutes Section 621 for the practice of law, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE - NAME

The name of this corporation is Bert Moore, P.A.

ARTICLE TWO - PURPOSES

The purposes for which the corporation is organized are as follows:

- 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 THREE - PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation is: 102 Bayshore Drive, Niceville, Florida 32588.

ARTICLE FOUR - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director and officer of this corporation are:

Bert Moore
102 Bayshore Dr
Niceville, Florida 32588

Each person named in this Article as a director of the corporation is licensed within the State of Florida to render the professional service for which this corporation is organized as specified in Article Two.

ARTICLE FIVE - STOCK

This corporation is authorized to issue one thousand shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

No capital stock of the corporation shall be issued to anyone other than an individual who is duly licensed or otherwise authorized to render the professional services for which the corporation was incorporated.

If, for any reason whatsoever, any stockholder becomes disqualified to practice law in the State of Florida, or if, as a result of his voluntary act, any stockholder becomes limited or restricted in his practice of law in the State of Florida, such stockholder's right to own stock in the corporation shall cease, and he shall dispose of his stock in the manner set for in these articles.

ARTICLE SIX - TRANSFER OF STOCK

Shares of stock in the corporation may be transferred only to (1) the corporation; (2) one or more other stockholders in the corporation; or (3) a person who is licensed to practice law in the State of Florida. Any sale to a person who is not already a stockholder in the corporation must be approved in advance by vote or written consent of not less than eighty-percent (80%) of the stockholders.

If a shareholder terminates his employment with the corporation because of retirement or for any other reason, or in the event of his death, disability, or disqualification to practice law with the State of Florida, he or his personal representative shall, within three (3) months of such termination, offer his shares to the corporation for redemption. During the ninety (90) days immediately following receipt of this offer by the corporation, the corporation shall have the sole right to purchase such shares from such stockholder or his personal representative, at the purchase price set forth below. If the corporation exercises such right, the corporation shall pay the purchase price in cash, less the amount of any indebtedness from the shareholder then due and payable to the corporation, and the shareholder or his representative shall deliver the stock certificates to the corporation, duly endorsed and free and clear of all encumbrances.

In the event the corporation shall not have exercised its right to acquire such shares within the ninety (90) day period set forth above, the shareholder or his personal representative shall have the right to sell such shares to any person qualified to practice law in the State of Florida.

The purchase price for the shares shall be determined as follows:

The books of the corporation shall be closed as of the close of business for the last day of the month preceding the corporation's receipt of the offer to sell shares to the corporation. A balance sheet shall be prepared showing the corporation's total capital, undistributed earnings,

and outstanding accounts receivable (not including unbilled charges for services or the value of unbilled time). The purchase price shall be that portion of the amount so determined which the number of shares held by the shareholders bears to the total number of shares then outstanding.

At no time after the shareholder's termination of employment, death, disability, or disqualification to practice law in the State of Florida shall the shareholder or his personal representative have the right to vote on matters relating to the corporation's practice of law.

ARTICLE SIX - INITIAL CAPITAL

The amount of stated capital with which the corporation shall begin business is One-Thousand Dollars (\$1,000.00.)

ARTICLE VII - DURATION

This corporation shall have a perpetual existence commencing on the date of signing of the Articles of Incorporation.

ARTICLE VIII - CORPORATE TRANSACTIONS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any director of this corporation individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof.

ARTICLE IX - DISQUALIFICATION TO RENDER PROFESSIONAL SERVICES

If any officer, director, shareholder, agent, or employee of the corporation, who has been rendering professional services to the public, becomes legally disqualified to render such services in the State of Florida, he shall sever all employment with, and financial interest in, the corporation.

ARTICLE X - DISCIPLINE OF STOCKHOLDERS AND EMPLOYEES

Each stockholder in the corporation, and each attorney employed by the corporation, shall practice law subject to the authority and powers of the State of Florida to regulate such practice, and each such person shall at all times remain subject to reprimand or discipline for his conduct as an attorney.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this 102 Bayshore Drive, Niceville, Florida, 32578, and the name of the initial registered agent of this corporation at this address is Bert Moore.

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

Bert Moore
Bert Moore
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

Sworn to and subscribed before me this 30th day of December, 1994.

Deborah E. Eller
Notary Public

DEBORAH E. ELLER
Notary Public, State of Florida
My comm. expires September 21, 1996
Comm. # CC229796

Personally known: ☒ or produced Identification: _____. Type of Identification produced: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First that Bert Moore, P.A., desiring to organize under the laws of the State of Florida with its principal office in the city of Niceville, Florida, has named Bert Moore located at 102 Bayshore Drive, Niceville, Florida 32578, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the act in this in capacity, and agree to comply with the provision of said act relative to keeping open said office.

Dated this 30th day of December, 1994.

By: Bert Moore
Bert Moore
Resident Agent