

P95000001933

Edgar Lee Elzie Jr.
MacFarlane, Ferguson
P.O. Box 82
Talla. FL 32302 224-1215
(City, State, Zip) (Phone #)

OFFICE USE ONLY

EFFECTIVE DATE

1-2-95

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

1. Edgar Lee Elzie Jr., Attorney at Law, PA.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

5-12-94
9:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input 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

W94-10655

Examiner's Initials

1KAN 5-12

EDGAR LEE ELZIE, JR.

ATTORNEY AT LAW

POST OFFICE BOX 62

210 SOUTH MONROE STREET
TALLAHASSEE, FLORIDA 32301

TELEPHONE (904) 224-1215

FACSIMILE (904) 222-8826

January 9, 1995

Ms. Barbara Eldridge
Senior Corporate Section Administrator
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

JAN 10 1995 11:00 AM

RE: Edgar L. Elzie, Jr., Attorney At Law, P.A.

Dear Ms. Eldridge:

Enclosed please find proposed Articles of Incorporation of Edgar Lee Elzie, Jr., Attorney At Law, P.A., together with my check payable to the Division of Corporations in the amount of \$20.00 and a copy of that Summary Judgment entered in Leon County, Circuit Court Case No. 94-3205. Although the Department of State appealed that order, I have been advised by Mr. Douglas Sunshine that the Department is dismissing its appeal.

Articles of Incorporation were submitted to you in June, 1994, together with a check or checks totaling \$122.50. The Articles of Incorporation were returned to me unfiled and the Division of Corporations retained that \$122.50 for filing fees. Pursuant to the terms of the Summary Judgment entered in Case No. 94-3205, I am submitting for filing the enclosed Articles of Incorporation and tendering to the Department of State of the sum of \$20.00.

Would you please file the enclosed Articles of Incorporation.

Yours very truly,



Edgar Lee Elzie, Jr

ELE/bnf
Enclosures

IN THE CIRCUIT COURT OF THE
SECOND JUDICIAL CIRCUIT IN AND
FOR LEON COUNTY, FLORIDA

EDGAR LEE ELZIE, JR.,
ATTORNEY AT LAW, P.A.,
Petitioner,

v.

STATE OF FLORIDA,
DEPARTMENT OF STATE,
Respondent.

PETITION FOR ORDER TO COMPEL FILING

COMES NOW Petitioner, EDGAR LEE ELZIE, JR., ATTORNEY AT LAW, P.A., by and through its undersigned attorney, and files this Petition for Order to Compel Filing, saying:

1. This is an appeal, pursuant to §607.0126, Florida Statutes, of the refusal of the Department of State to file a document delivered to its office for filing.
2. On or about June 1, 1994, Petitioner delivered to the office of the Department of State a document entitled "Articles of Incorporation of Edgar L. Elzie, Jr., Attorney at Law, P.A.," a copy of which is attached hereto as Exhibit "A". Petitioner also tendered to the Department of State the appropriate filing fee, which the Department of State has retained.
3. On or about June 6, 1994, the Department of State returned to Petitioner its Articles of Incorporation, together with an explanation of its refusal to file such Articles, a copy of which letter is attached hereto as Exhibit "B".
4. Petitioner is entitled to have the Articles of Incorporation dated June 1 filed with the Department of State

WHEREFORE, Petitioner respectfully requests this Court to summarily order the Department of State to file Petitioner's Articles of Incorporation, a copy of which is attached to this Petition.



EDGAR LEE ELZIE, JR.
FLORIDA BAR NUMBER: 191876

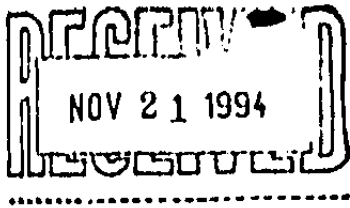
Post Office Box 82
Tallahassee, Florida 32302
(904) 224-1215

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing has been furnished by U.S. Mail to Bobbie Eldridge, Senior Corporate Section Administrator, Division of Corporations, Department of State, P.O. Box 6327, Tallahassee, Florida 32314.



EDGAR LEE ELZIE, JR.



IN THE CIRCUIT COURT OF THE
SECOND JUDICIAL CIRCUIT IN AND
FOR LEON COUNTY, FLORIDA

EDGAR LEE ELZIE, JR.,
ATTORNEY AT LAW, P.A.,
Petitioner,

CASE NO. 94-1205

v.

STATE OF FLORIDA,
DEPARTMENT OF STATE,
Respondent.

SUMMARY JUDGMENT

The above entitled action came on for hearing before the Court on November 1, 1994, on Petitioner's Motion for Summary Judgment and Respondent's Motion for Summary Judgment, and the Court having considered the pleadings and affidavits on file in this cause, having heard the arguments of counsel, and being fully advised of the premises, finds as follows:

1. The Court has jurisdiction over the parties and subject matter of this action. The Court finds, as the party stipulated, that there is no genuine issue as to any material fact and that the only issue remaining for resolution is an issue of law.

2. The undisputed facts of this case show that Edgar Lee Elzie, Jr. ("Elzie") was incorporator of Corporation Number 568011, and that said corporation was involuntarily dissolved on November 1, 1985 by the Secretary of State pursuant to Section 607.271, Florida Statutes (1985), for failure to pay the 1985 annual fee and file the 1985 annual report.

3. In 1994 Elzie elected to file Articles of Incorporation for a new corporate entity, Edgar L. Elzie, Jr., Attorney At Law, P.A., and chose not to seek reinstatement of Corporation Number 568011, which had been involuntarily dissolved

4. Elzie therefore, on or about June 1, 1994, submitted to the Florida Department of State proposed Articles of Incorporation of Edgar L. Elzie, Jr., Attorney At Law, P.A., for filing, and tendered a filing fee of \$122.50.

5. These proposed Articles of Incorporation constitute the filing at issue in this case. Such filing was a new corporate filing for a distinct and separate incorporated entity from Corporation Number 568011, but was filed by the same incorporator as the incorporator of Corporation Number 568011.

6. On or about June 6, 1994, Respondent returned the proposed Articles of Incorporation unfiled and advised that Elzie must seek reinstatement of the dissolved corporation, Corporation Number 568011, and must tender a \$175.00 reinstatement fee \$61.25 filing fee per year for the years since 1985 through the current year, and a \$138.75 supplemental fee for the years 1992 forward, for a total of \$1,203.75.

7. It is position of Petitioner that the Department of State is required to accept for filing the submitted Articles of Incorporation of Edgar L. Elzie, Jr., Attorney At Law, P.A., and that Elzie is not required to seek reinstatement of Corporation Number 568011.

8. It is position of Respondent that the Department of State is not required to accept for filing the submitted Articles of Incorporation of Edgar L. Elzie, Jr., Attorney At Law, P.A., and that the incorporator of said proposed corporation must seek reinstatement of Corporation Number 568011 and pay those fees associated with such reinstatement described in paragraph 6 above.

9. It was stipulated and undisputed that subsequent to its dissolution on November 1, 1985, Corporation Number 568011 was not active and did not carry on any business in the State

of Florida, and that the proposed new corporation has never been active or carried on any business in the State of Florida

10. Because it is undisputed that Corporation Number 568011 was dissolved and not active and did not carry on any business in the State of Florida subsequent to its dissolution, there is no statutory authority to collect annual fees for the intervening years of 1986 through 1993 unless Corporation Number 568011 seeks reinstatement. Had Corporation Number 568011 chosen to seek reinstatement, it would have had to pay all fees for the intervening years of 1986 through 1993, but Chapter 607 gives an individual the option of whether to seek reinstatement of a corporation or not. An incorporator of a dissolved corporation is not required to seek reinstatement of that dissolved corporation, and need not pay fees for the intervening years before such incorporator can file Articles of Incorporation to incorporate a new corporation.

11. The provisions of Section 607.1422, Florida Statutes (1993), regarding the requirement for payment of back fees, applies only to corporations seeking reinstatement, and not to new corporations formed by incorporators of previously dissolved corporations.

12. The Department of State, however, has the right and obligation to collect the annual fee from Corporation Number 568011 for 1985 before accepting for filing Articles of Incorporation of a new corporate entity distinct from the entity dissolved in 1985, but with the same incorporator.

It is therefore Ordered and Adjudged as follows:

1. The Motion for Summary Judgment of Respondent seeking judgment that Respondent not be required to accept for filing the submitted Articles of Incorporation of Edgar L. Elzie, Jr., Attorney At Law, P.A., and that the incorporator of said corporation be required to seek reinstatement of Corporation Number 568011 and to pay a reinstatement fee of \$175.00,

\$61.25 filing fee per year for the years 1985 through the current year, and \$148.75 supplemental fee for the years 1992 forward for a total of \$1,203.75, is denied.

2 The Motion for Summary Judgment of Petitioner, seeking that Respondent be required to accept for filing the Articles of Incorporation of Edgar L. Elzie, Jr., Attorney At Law, P.A., is granted, provided, however, that in addition to the statutory fee for filing Articles of Incorporation for said corporation, there must be tendered to the Department of State the \$20.00 1985 annual fee for Corporation Number 568011.

DONE and ORDERED this 18th day of November, 1994, at Tallahassee, Leon County, Florida.


P. KEVIN DAVEY, Circuit Judge

Copies furnished to:

Edgar Lee Elzie, Jr., Attorney for Petitioner
Douglas D. Sunshine, Attorney for Respondent

...
EFFECTIVE DATE

1-2-95

ARTICLES OF INCORPORATION
OF

EDGAR LEE ELZIE, JR., ATTORNEY AT LAW, P.A.

FILED
JAN 11 1995
CLERK OF CIRCUIT COURT
JULY 11 1995

The undersigned has executed the following Articles of Incorporation as incorporator under the laws of the state of Florida

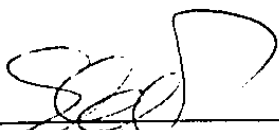
ARTICLE I. Name. The name of the corporation shall be **EDGAR LEE ELZIE, JR., ATTORNEY AT LAW, P.A.**

ARTICLE II. Term. The existence of the corporation shall commence on January 2, 1995. The corporation shall have perpetual existence

ARTICLE III. Purpose. The purpose of the corporation shall be to engage in and carry on the professional practice of law under the laws of the state of Florida, and to transact any and all business authorized by law attendant thereto.

ARTICLE IV. Shares. The corporation shall be authorized to issue 500 shares of voting common stock which shall have no par value. Any shareholder shall be authorized and hold a license in good standing to practice law. The shareholders shall have pre-emptive rights.

ARTICLE V. Registered Agent and Office. The Registered Agent of the corporation shall be Edgar Lee Elzie, Jr., who acknowledges acceptance of his position as Registered Agent by execution hereof.



Registered Agent

The registered office of the corporation shall be at 210 S. Monroe Street,
Tallahassee, Florida 32301.

ARTICLE VI. Initial Board of Directors. This corporation shall have one director initially. The number of directors may be 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 of this professional service corporation is:

NAME
Edgar Lee Elzie, Jr.

ADDRESS:
210 South Monroe Street
Tallahassee, Florida 32301

ARTICLE VII. Principal Office. The principal office and mailing address of this corporation shall be 210 S. Monroe Street, Tallahassee, Florida 32301.

ARTICLE VIII. Incorporator. The name and address of the incorporator executing these Articles of Incorporation are Edgar Lee Elzie, Jr., 210 South Monroe Street, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of Jun., 1995.



EDGAR LEE ELZIE, JR.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 9th day of Jun, 1995, by Edgar Lee Elzie, Jr., who is personally known to me and who did/did not take an oath.



NOTARY PUBLIC

My Commission Expires:



BRANDY N. FORTUNE
MY COMMISSION # CG344193 EXPIRES
January 25, 1998
BONDED THRU TROY FAIR INSURANCE, INC.