

P95000003046

January 5, 1995

Secretary of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

Dear Sir or Madam:

Enclosed is one original and a copy of the Articles of Incorporation of Palm Beach Legal Association, Inc.

Also enclosed please find a check payable to the Secretary of State in the amount of \$122.50 which includes the \$35.00 Filing Fees and \$87.50 application fee.

Your assistance in establishing the corporation to be known as Palm Beach Legal Association, Inc. is appreciated.

EFFECTIVE DATE

1/5/95

Respectfully,

R. B. Wheeler  
Incorporator

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-01/10/95--01093--008  
\*\*\*\*122.50 \*\*\*\*122.50

1/11/95

FILED  
95 JAN -9 AM 10:24  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PALM BEACH LEGAL ASSOCIATION, INC.

FILED  
65 JUL -9 AM 10:24  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, competent to contract, and where required, duly licensed to render the services mentioned in Article II - Purpose, hereby organized and incorporated a business for profit under the laws of the State of Florida

EFFECTIVE DATE

Article I - Name

1-5-95

The name of the corporation is Palm Beach Legal Association, Inc.

Article II - Purpose

The Corporation is formed to engage in and conduct any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share. All of said stock shall be issued as fully paid and non-assessable.

The Corporation may restrict the transfer of the shares of its capital stock by any provisions duly recited or referred to on the certificates affected thereby.

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribed for otherwise acquire any shares of stock of the Corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribed for, purchase, or otherwise acquire such shares.

The Corporation shall have the power to create and issue rights, warrants, or option entitling the holder thereof to purchase from the Corporation any shares of its capital stock, upon which terms and conditions and at such times and prices as the Board of Directors in an instrument or instruments evidencing

such rights.

In the absence of fraud, the judgment of the Directors as to adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

#### Article IV - Initial Capital

The Corporation will commence business with not less than \$100.00 of its capital stock fully paid in and issued.

#### Article V - Terms of Existence

This Corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of the acknowledgment of these Article or upon the date of receipt by the Secretary of State if not received by said office within five days of said acknowledgment.

#### Article VI - Address

The principal office of the Corporation shall be 3711 Lighthouse Drive, Palm Beach Gardens, Florida 33410. The Board of Directors, may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

#### Article VII - Directors

The Corporation shall have not less than one (1) nor more than nine (9) Directors. The number of Directors shall be determined by the Stockholders at their annual meeting.

#### Article VIII - Initial Director

The following are the names and addresses of the first Board of Directors who shall hold office until their successors are elected:

R. B. Wheeler	3711 Lighthouse Drive Palm Beach Gardens, Florida 33410
R. B. Wheeler, Jr.	7527 John Henry Road Chattanooga, Tenn. 37421
James F. Wheeler	1451 NE 10th Avenue Ft. Lauderdale, Florida 33304
Dan McCloskey	1451 NE 10th Avenue Ft. Lauderdale, Florida 33304

J. B. Wheeler

1800 S. Australian Avenue  
West Palm Beach, Florida 33409

#### Article IX - Incorporator

The following names and addresses of the Incorporator is as follows:

R. B. Wheeler

3711 Lighthouse Drive  
Palm Beach Gardens, Florida 33410

#### Article X - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 3711 Lighthouse Drive, Palm Beach Gardens, Florida 33410 and the name of the initial registered agent of this Corporation at that address is R. B. Wheeler.

#### Article XI - Amendments

The Corporation by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose, reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law and all rights conferred on Stockholders herein are granted subject to this reservation.

#### Article XII - Powers

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### Article XIII - Relationship to Other Corporations

This Corporation is not related to, a part of, a subsidiary of, a branch of, merger with, or consolidation of any other corporation(s).

#### Article XIII - Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal this 5<sup>th</sup> day of

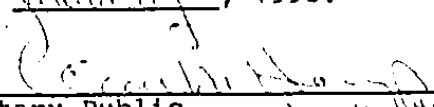
January, 1995, for the purpose of forming this Corporation under the laws of the State of Florida and I heroby make and cause to be filed in the Office of the Secretary of State of the State of Florida, those Article of Incorporation and certify that the facts herein stated are true.

  
R. B. Wheeler

State of Florida           )  
                                  )  
County of Palm Beach    )

Before me personally appeared R. B. Wheeler who is personally known to me and who executed the foregoing instrument, and acknowledge to and before me that he executed said instrument for the purposes therein expressed and who did not take an oath.

WITNESS my hand and official seal this 5<sup>th</sup> day of January, 1995.

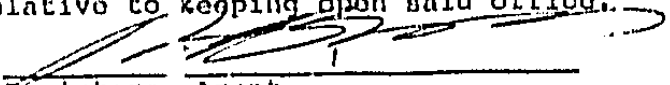
  
\_\_\_\_\_  
Notary Public,  
State of Florida

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. MAY 15, 1995  
BONDED THRU GENERAL INS. UND.

Acknowledgment by Designated Agent

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

  
Registered Agent

FILED

95 JAN -9 AM 10:24

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA