

P950000 18313

ROGERS, TOWERS ET AL.

(Requestor'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.

SECRET  
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+++175.00 +++175.00  
OFFICE USE ONLY

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

1. Phillips, Muller, Thomas Incorporated  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in  Pick up time \_\_\_\_\_

Certified Copy (TWO)

Mail out  Will wait  Photocopy

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

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TALLAHASSEE  
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FILED

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3-7-95

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
PHILLIPS, MULLER, THOMAS, INCORPORATED

FILED  
95 MAR -7 11 10 37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

\* \* \* \* \*

FIRST: The name of this corporation is

PHILLIPS, MULLER, THOMAS, INCORPORATED

SECOND: This corporation is to have perpetual existence.

THIRD: This corporation is organized for the following purposes:

To engage in the business of owning, maintaining, operating, managing, leasing, constructing, improving, buying and selling improved and unimproved real property; and

To transact any and all lawful business for which a corporation may be organized under the laws of Florida.

FOURTH: The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock of a par value of One Dollar (\$1.00) per share.

The consideration for the issuance of shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued is received, such shares shall be deemed to be fully paid and non-assessable. Future services shall not constitute payment or part payment for the issuance of shares. Before the corporation issues shares, the Board of Directors must determine that the consideration received or to be received for shares to be issued is adequate. In the absence of fraud, the judgment of the Board of Directors

as to the value of the consideration received for shares shall be conclusive.

FIFTH: The amount of capital with which this corporation shall begin business is Five Hundred and no/100 Dollars (\$500.00).

SIXTH: The initial mailing address of the corporation is 7403 Phillips Highway, Jacksonville, Florida 32256. The initial street address of the registered office and principal office of this corporation in the State of Florida is 7403 Phillips Highway, Jacksonville, Florida 32256. The initial registered agent to accept service of process shall be Dorsey B. Thomas at said registered office. The Board of Directors may, from time to time, move the registered office and principal office to any other street address in Florida and change the corporation's mailing address to any other address in Florida. The Board of Directors may, from time to time, designate a different person as its registered agent.

SEVENTH: The number of its Directors shall be not less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

EIGHTH: The names and addresses of the members of the first Board of Directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Richard W. Muller	7403 Phillips Highway Jacksonville, FL 32256
Curtis M. Phillips, Jr.	7403 Phillips Highway Jacksonville, FL 32256
Dorsey B. Thomas	7403 Phillips Highway Jacksonville, FL 32256

NINTH: There shall be cumulative voting in the election of directors. At all elections of directors, each stockholder shall be entitled to as many votes as shall equal the number of his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as such stockholder may see fit.

TENTH: The name and address of the incorporator of this corporation, who is the subscriber of the Articles of Incorporation, is as follows:

<u>Name</u>	<u>Address</u>
Fred M. Ringel	1301 Riverplace Blvd., Suite 1500 Jacksonville, Florida 32207

ELEVENTH: In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter the By-laws of this corporation; to fix the amount, if any, 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.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation, except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

To designate (whenever the Board of Directors has more than two members) two or more of its number to constitute an executive committee which committee shall for the time being, as provided in a resolution or in the By-laws of this corporation, have and exercise, to the extent permitted by law, any or all of the powers of the Board of Directors in the management of the

business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit sharing, 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 with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of the directors of this corporation are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

This corporation may in its By-laws 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 stockholders and directors shall have power 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.

TWELFTH: The following restrictions shall apply to the transfer of all shares of stock issued by the corporation, including those the issue of which was authorized at the organizational meeting and all shares, if any, issued thereafter. These restrictions shall apply to the initial owner of said shares to whom said shares are issued by the corporation and to all subsequent owners of shares of stock in the corporation however acquired. These restrictions shall be construed as an agreement among the shareholders and shall be binding as provided in Section 607.0732, Florida Statutes. If said Section shall be

hereafter amended or repealed, these restrictions shall continue to be binding to the extent permitted by Florida law. Persons to whom shares are issued by the corporation, as well as successor owners of any shares of stock, shall automatically become and be parties to this agreement. These restrictions shall be enforceable at law or equity and remedies include specific performance and estoppel.

(a) S Corporation Election Restrictions. The following provisions and limitations shall apply with respect to sale or other conveyance of shares of capital stock of the corporation (including transfers by gift and on death and by operation of law):

(1) Stock restrictions. To enable the corporation to maintain eligibility for S corporation status during any period of time that this corporation has an S corporation election in effect, shareholders shall not sell, transfer, convey, or otherwise dispose of any share of capital stock of the corporation, except as follows:

(i) A testamentary disposition to an individual or a trust qualified to be an S corporation shareholder;

(ii) A transfer by gift, sale or otherwise to an existing shareholder of the corporation or to a natural person who is a citizen of the United States;

(iii) A redemption by the corporation of all or less than all of the shareholder's shares in the corporation;

(iv) A gift to a trust of which the transferor is treated as the owner under the Internal Revenue Code; or

(v) A transfer pursuant to a written agreement among all the shareholders of the corporation.

Shares of the corporation's capital stock may be transferred or issued only to natural persons, estates or other entities qualified to be S corporation shareholders,

as provided in the Internal Revenue Code. Shares of stock in the corporation may not be transferred to any individual or entity if such transfer would result in the loss by this corporation of its status as an S corporation as defined in Section 1361 of the Internal Revenue Code. Without limiting the generality of the preceding sentence, shares may not be transferred to a person who, when added to the other shareholders of the corporation, would mean that the total number of shareholders of the corporation would exceed the maximum number permitted by Internal Revenue Code Section 1361(b)(1)(A), or its successor (presently 35) nor may shares be transferred to an individual who is not either a resident or citizen of the United States.

(2) Transferee acceptance of S corporation status.

The receipt and ownership of a certificate evidencing capital stock in this corporation shall constitute consent an acceptance of an S corporation election then in effect for this corporation under the Internal Revenue Code. Each shareholder's right to remain a shareholder is conditioned upon the shareholder's execution of any and all applicable documents required to effect and maintain an S corporation election until there is a decision to terminate such election in accordance with paragraph (h) of this Article Twelfth.

(b) Limitation on Pledges. No shareholder shall pledge, mortgage, hypothecate or otherwise encumber any of his shares of stock in the corporation and no shareholder shall permit any liens to attach thereto without the prior written consent of the holders of a majority of the shares of stock in the corporation then outstanding. In the event any lien does attach to a shareholder's shares, or any of them, the shares may not be transferred pursuant to a foreclosure of such lien to any individual or entity, if such transfer would result in the loss by this corporation of its status as an S corporation as defined in Section 1361 of the Internal Revenue Code.

(c) Stock Legend. During any period of time that the stock of this corporation has the restrictions herein provided for in effect, all shares of stock at any time issued, delivered or transferred to a shareholder shall be subject to the restrictions provided for in this Article Twelfth, and all certificates for such stock shall bear the following legend: "The share(s) represented by this certificate are subject to restrictions on disposition as set forth in the Articles of Incorporation of this corporation. A copy of these Articles of Incorporation are maintained at the principal office of the corporation and a copy may also be obtained from the office of the Florida Secretary of State. Any transfer in violation of these provisions may be void ab initio."

(d) Waiver. Any of the restrictions set forth in these Articles of Incorporation may be waived at any time and from time to time by a vote of a majority of all of the shares then outstanding at a duly convened meeting of shareholders or by an agreement in writing signed by owners of a majority of the outstanding shares of the corporation and filed by the secretary of the corporation with the minutes of the meetings of the shareholders.

(e) Void ab initio. Any transfer made in violation of the stock restrictions set forth in this Article Twelfth is void ab initio

(f) Stock Escrow. So long as the S election remains in effect, the stock of the corporation shall be held in escrow by the secretary of the corporation at the corporation's registered office or its principal place of business. The corporation and the owners of such stock, incident to their acquisition, are deemed to have appointed the secretary as their attorney-in-fact and designated person. The enforceability, attachment, perfection and termination of security interests in such stock are deemed effective if acknowledged and confirmed to the secured party by the secretary. Under no circumstances shall the secretary have the authority to effect a transaction in contravention of the restrictions provided for in this Article.

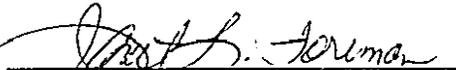
(g) Termination of Restrictions. Any and all of the restrictions contained in this Article Twelfth may be modified or terminated by an amendment to the Articles of Incorporation of this corporation duly adopted in accordance with Florida law.

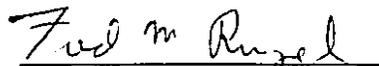
(h) Termination of S Corporation Status. The election of this corporation to be an S corporation under Section 1361 of the Internal Revenue Code may be terminated at any time by a vote of a majority of all then outstanding shares of stock in this corporation at a duly convened shareholders meeting or by unanimous written consent. After such termination of the S corporation status, the restrictions in this Article twelfth shall cease to apply.

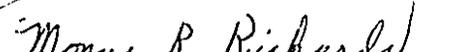
THIRTEENTH: This corporation reserves the right to amend, alter, change or repeal any provision contain in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the original incorporator hereinbefore named for the purpose of forming a corporation, under the laws of the State of Florida, to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true and, accordingly, have hereunto set my hand and seal this 6<sup>th</sup> day of March, 1995.

Signed, sealed and delivered  
in the presence of:

  
Print Name: JANET L. FOREMAN

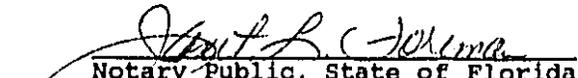
 (SEAL)  
Fred M. Ringel

  
Print Name: MONA R. RICHARDS

STATE OF FLORIDA )  
                          )  
COUNTY OF DUVAL )

BE IT REMEMBERED that on this 6<sup>th</sup> day of March, 1995,  
personally came before me, JANET L. FOREMAN, a Notary Public for  
the State of Florida, FRED M. RINGEL, party to the foregoing  
Articles of Incorporation, who is personally known to me and who  
did take an oath and who acknowledged the said Articles to be the  
act and deed of the signer, and that the facts therein stated are  
truly set forth.

GIVEN under my hand and seal of office the day and year last  
aforesaid.

  
Notary Public, State of Florida  
JANET L. FOREMAN



JANET L. FOREMAN  
MY COMMISSION # CC416305 EXPIRES  
November 19, 1998  
JOINED THIRD TRUST INSURANCE, INC

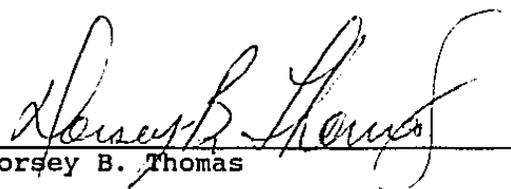
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, on behalf of the below named corporation, organized under the laws of the State of Florida, the following statement is submitted in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is PHILLIPS, MULLER, THOMAS, INCORPORATED.
2. The name and address of the registered agent and office, as set forth in the corporation's Articles of Incorporation, is:

Dorsey B. Thomas  
7403 Phillips Highway  
Jacksonville, FL 32256

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.

  
Dorsey B. Thomas

Date: March 6, 1995

FILED  
95 MAR -7 10:00 AM  
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RECORDS