

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

P95000020599

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 559247 85036A

AUTHORIZATION : *Patricia Pyzats*

COST LIMIT : \$ 122.50

FILED
95 MAR 13 PM 1:34
SECTION OF CORPORATION
TALLAHASSEE, FLORIDA

ORDER DATE : March 13, 1995

ORDER TIME : 10:20 AM

ORDER NO. : 559247

500001427925

CUSTOMER NO: 85036A

CUSTOMER: Norma Mcgrath, Legal Assistant
JACOBS FORLIZZO & NEAL, P.A.

Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

DOMESTIC FILING

P95000020599

NAME: ELLEN E. WARE, P.A.

*W95-5547
5225016301671*

RECEIVED
95 MAR 13 AM 11:13
DIVISION OF CORPORATION

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

~~EFFECTIVE DATE~~

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

JM
3-14-95
02/A



RECEIVED

95 MAR 16 AM 11:27

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

DIVISION OF CORPORATION

March 13, 1995

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: ELLEN E. WARE, P.A.
Ref. Number: W95000005547

Resubmit

We have received your document for ELLEN E. WARE, P.A. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 395A00011126

ARTICLES OF INCORPORATION

OF

ELLEN E. WARE, P.A.

FILED
95 MAR 13 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is **Ellen E. Ware, P.A.**

ARTICLE II.

EFFECTIVE DATE OF ARTICLES

This Corporation shall have perpetual existence commencing on March 13, 1995.

ARTICLE III.

NATURE OF PROFESSIONAL BUSINESS

- A. The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of professional services and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State. The profession of this corporation is an attorney at law.
- B. The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE IV.

CAPITAL STOCK

- A. This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock.
- B. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.

- C. Shares of the Corporation's stock and certificates therefor shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE V.

LOSS OF LICENSE;
SEVERANCE AND TERMINATION OF EMPLOYMENT

- A. If any officer, director, shareholder, agent or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this Corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this Corporation may be owned by the person as a shareholder.
- B. The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.
- C. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.
- D. However, if a sole shareholder of this Corporation becomes disqualified to render professional services for this Corporation, the Corporation shall cease all business or professional activity until its shares are transferred to a person duly

qualified or until the Corporation is liquidated and dissolved, or until these articles are amended into a regular business corporation under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: A. R. Neal, Esq.

Address: 13577 Feather Sound Drive, Ste. 300,
Clearwater, Florida 34641

ARTICLE VII.

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name: A. R. Neal, Esq.

Address: 13577 Feather Sound Drive, Ste. 300,
Clearwater, Florida 34641

ARTICLE VIII.

PRINCIPAL OFFICE

The principal address of this Corporation is:

Address: 324 South Hyde Park Avenue, Suite 250
Tampa, Florida 33606

ARTICLE IX.

HIGH QUORUM AND VOTING RIGHTS

- A. The attendance at a duly called meeting of the shareholders by shareholders holding two-thirds (2/3) of the issued and outstanding shares of stock eligible to vote shall constitute a quorum.

- B. On all corporate matters as to which shareholders vote, such matters shall be deemed approved when approved at a meeting of the shareholders by shareholders holding two-thirds (2/3) of the issued and outstanding shares of stock eligible to vote who are in attendance at such meeting.

ARTICLE X.

SHAREHOLDER'S AGREEMENT

The shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of officers or directors, or other matters. Such an agreement, if signed by all of the stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE XI.

FUNDAMENTAL CHANGES

The following matters are deemed "Fundamental Changes" and are reserved to the decision of the shareholders holding **SEVENTY-FIVE PERCENT (75%)** or more of the issued and outstanding shares of stock eligible to vote, with or without recommendation by the Board of Directors.

- A. Amendment. Amendment of the Charter or Bylaws, except as to ministerial matters, if any, reserved to the Board of Directors under the Bylaws.
- B. Liquidation. Liquidation or dissolution of the Corporation.
- C. Sale, etc. Sale, lease or other disposition of all or substantially all of the assets other than in the ordinary course of business, whether or not the sale, lease or other disposition is in a single transaction or a series of related transactions.
- D. Merger. Merger or consolidation of the Corporation.
- E. Bankruptcy. Voluntary bankruptcy or receivership of the Corporation.
- F. Employment. Employment of (or involuntary termination of employment of) and compensation to any stockholder employee.

- G. Loans, etc. Loans or advances to or from, or leases, purchases or transfers of tangible or intangible property (real or personal or mixed) from, shareholders, officers, directors or members of their families or their affiliates.
- H. Other Contracts. Other contracts with any of the officers, directors, employees, shareholders, or affiliates of any of them.
- I. Stock Splits or Dividends. Stock splits or dividends, whether in cash, property, or shares of stock; provided, however, if the Corporation is an S Corporation, the provisions of the Bylaws on S Corporation dividends shall prevail.
- J. Director Deadlock. Resolution of Board of Director deadlock.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 10th day of March, 1995, for the purpose of organizing this Corporation under the laws of the State of Florida.

A. R. Neal
A. R. Neal, Esq.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.

A. R. Neal
A. R. Neal, Esq.