

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

800-342-8086



P9500026059

ACCOUNT NO. : 072100000032

REFERENCE : 569733 130991A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : March 31, 1995

ORDER TIME : 3:51 PM

100001445491

ORDER NO. : 569733

CUSTOMER NO: 130991A

CUSTOMER: Daniel J. Santaniello, Esq
DANIEL J. SANTANIELLO, ESQ

Suite 1150
515 E. Las Olas Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: LUKS & SANTANIELLO, P.A.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

T. BROWN APR - 3 1995

FILED
95 MAR 31 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Luke & Santaniello, P.A.
Articles of Incorporation

FILED
95 MAR 31 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LUKS & SANTANIELLO, P.A.**

The undersigned subscribers, DANIEL J. SANTANIELLO and JACK D. LUKS, both being duly licensed to practice law under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, Chapter 621, Florida Statutes, and other applicable laws of the State of Florida.

**ARTICLE I
CORPORATION'S NAME & STREET ADDRESS:**

The name of this Professional Service Corporation is LUKS & SANTANIELLO, P.A. The principal office and mailing address is 515 E. Los Olas Boulevard, Suite 1150, Fort Lauderdale, Florida 33301.

**ARTICLE II
DURATION OF EXISTENCE:**

This Professional Services Corporation is to exist perpetually.

**ARTICLE III
PURPOSE:**

This Professional Service Corporation is formed to engage in every phase and aspect of the practice of law. In addition, the Corporation may invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV
INCORPORATOR'S NAME & ADDRESS:**

This Professional Services Corporation's incorporator(s) name(s) & address(es) is/are as follows:

- a) Daniel J. Santaniello
3250 Emerald Point Drive, Apt. 102-A
Hollywood, Florida 33021

ARTICLE V
REGISTERED AGENT'S NAME & ADDRESS:

This Professional Services Corporation's registered agent and address is Daniel J. Santaniello, 515 E. Los Olas Boulevard, Suite 1150, Fort Lauderdale, Florida 33301.

ARTICLE VI
INITIAL BOARD OF DIRECTORS:

This Professional Services Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by amendment of the corporation's bylaws in the manner provided by law, but shall never be less than one (1).

The name(s) and address(es) of the initial board of director(s) is/are as follows:

- a) Daniel J. Santaniello
3250 Emerald Point Drive, Apt. 102-A
Hollywood, Florida 33021
- b) Jack D. Luks
9585 N.W. 63rd Place
Parkland, Florida 33076

ARTICLE VII
PROVISIONS GOVERNING DIRECTORS

A. QUALIFICATIONS: Directors of this Professional Services Corporation do have to be stockholders of this Professional Services Corporation, but do not have to be United States citizens.

B. RELOCATION OF OFFICES: The board of directors may move the corporate office to any other address, upon proper election and vote.

C. VOTING: One Hundred Percent (100%) of the directors shall constitute a quorum for a meeting of the board of directors of this corporation. If a quorum is present, the affirmative vote of a majority of the directors present, or if a director has abstained from voting because of an interest in the matter to be voted upon, the unanimous vote of the directors present and voting shall be the act of the board of directors.

D. INFORMAL ACTION: If the required majority of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation,

and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

E. INDEMNIFICATION: In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted any legal action as director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no connection with any finding or judgment of gross negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case though not specifically provided for herein.

F. CONFLICT OF INTEREST:

(A) No contract or other transaction shall be either void or voidable because it is between a corporation and one and more of its directors or officers, or between a corporation and any other corporation, firms, entities, persons, individuals, partnerships, or associations in which one or more of its directors or officers, are financially interested, or by reason alone that such directors and/or officers is/are present at the meeting of the board of directors or of a committee or corporate meeting which approves such contract or transaction, or that their vote is/are counted for such purpose.

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon and such contract or transaction is approved by vote of the shareholders; or

2. If such directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board of directors or corporate committee or shareholders.

(B) Common or interested directors may be counted in determining the existence of a quorum at a meeting of the corporate board or committee which may ratify such contract or transaction.

G. GROUNDS FOR REMOVAL OF OFFICE: At a meeting of the shareholders, called expressly for this purpose, any and all directors or officers may be removed with or without cause by a majority vote of the shareholders entitled to vote at an election of the board.

ARTICLE VIII **ELECTION OF A TRUSTEE**

A majority of directors or shareholders severally or collectively may appoint a blank trust at their discretion, at any time, if a conflict of ownership arises. The named trustee will have the managing and decision making power and all other powers otherwise inherent in the corporate board or directors. The trust will serve until such time that there is no longer a conflict of ownership and/or until the appointing board of directors elects to relieve the trustee of his duties of a court order, at which such time the appointing board will resume power and duties.

ARTICLE IX **CAPITAL STOCK:**

The maximum number of shares of common stock that this corporation is initially allowed to issue is one thousand (1000) shares. Said shares shall be single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE X **CUMULATIVE VOTING**

In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate their shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of their shares, or to distribute them on the same principle among as many candidates as they see fit, provided however, that notice shall be given by any shareholder to the President or Board of the Corporation not less than 48 hours before the time fixed for the holding of the meeting for the election of directors that he/she intends to cumulate their votes as such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

ARTICLE XI **PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and any securities and/or bonds convertible into shares) of any class, kind, or series of stock or bonds in this corporation that may from time to time be issued (whether or not presently authorized), including but not limited to shares from the treasury of this corporation or shares issued in exchange for services rendered, in the ratio that the number of shares they hold at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him/her to exercise their preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation or as soon as said shareholder is on reasonable notice of his/her preemptive right's issuance effect.

ARTICLE XII **SUBSCRIBERS:**

The name(s) and address(es) of each and every subscriber hereto, is as follows:

- a) Daniel J. Santaniello
3250 Emerald Point Drive, Apt. 102-A
Hollywood, Florida 33021
500 shares
- b) Jack D. Luks
9585 N.W. 63rd Place
Parkland, Florida 33076
500 shares

ARTICLE XIII **PROVISIONS GOVERNING SHAREHOLDERS:**

A. SPECIAL MEETINGS: Special meetings of stockholders may be called upon by a majority of the existing shareholders.

B. QUORUM AND VOTING: A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

If a quorum of the board of directors, are present, the affirmative vote of the majority of said board of directors, represented at the meeting and entitled to vote on the subject matter shall be the act of the board of directors, only when a board vote is applicable; however, a shareholders' vote shall always be controlling and dominating.

ARTICLE XIV
**RESTRICTION ON DIRECTORS' AUTHORITY
TO MORTGAGE OR PLEDGE ASSETS:**

The Corporate Board of Directors may not authorize the mortgaging, pledge or creation of a security interest in any and all of the corporate property or assets for the purpose of securing the payment or performance of any obligation of the corporation, without prior shareholder approval of each such transaction by the vote or written consent of the holders of a majority of the shares of the corporation entitled to vote thereon and not otherwise.

ARTICLE XV
AMENDMENT OF ARTICLES AND BYLAWS

A. ARTICLES OF INCORPORATION. The power to adopt, alter, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Shareholders by a majority vote of the stock.

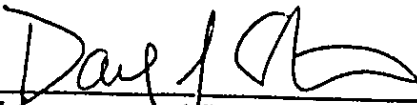
B. BYLAWS. The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Shareholders by a majority vote of the stock.


ARTICLE XVI
OFFICERS

This corporation may have a President, Vice President, Secretary and Treasurer, and any such other officers as may be created from time to time as authorized by its By-Laws.

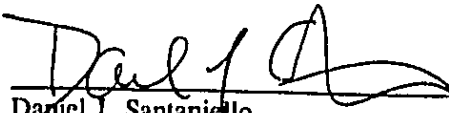
There will not be any initial officers of this corporation.

Luke & Santaniello, P.A.
Articles of Incorporation


Incorporator and Subscriber


Subscriber

I, Daniel J. Santaniello, understand and accept the responsibilities of the Registered Agent for this Corporation, as set forth pursuant to Florida law.


Daniel J. Santaniello
Registered Agent

P95000026059

FILED

96 FEB 13 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/20/96

LUKS, KOLEOS, & SANTANIELLO

Requester's Name

SIS E. LAS OLAS BLVD #1150

Address

Fort Lauderdale FL 33301

City

State

ZIP

Phone

(305) 377-8900

VALIDATION ONLY

600001721246
-02/22/96--01023--012
*****35.00 *****35.00

CORPORATION(S) NAME

LUKS & SANTANIELLO, P.A.

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

RECEIVED
96 FEB 22 PM 9:34
DIVISION OF CORPORATIONS

EMPIRE Toll Free: 1-800-432-3028

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Per Jessica
Add P.A. to
Name.

N. HENDRICKS FEB 22 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

LUKS & SANTANIELLO, P.A.

FILED

96 FEB 13 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATION'S NAME & STREET ADDRESS:

IT IS HEREBY RESOLVED that the name of this Corporation is amended to: **LUKS, KOLEOS & SANTANIELLO, P.A.**.

This Amendment has been adopted as of today, February 19, 1996.

This Amendment was adopted by the board of directors, without shareholder action and shareholder action was not required.

Signed this 19th day of February, 1996.



_____, Chairman of the Board and Director
DANIEL J. SANTANIELLO, as Chairman of the Board and Director.

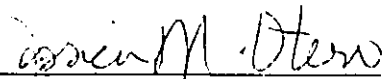
STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

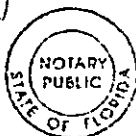
Before me, the undersigned authority, this day personally appeared Daniel J. Santaniello, Chairman of the Board and Director of LUKS & Santaniello, P.A.,

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

PRINT NAME: _____





JESSICA M. OTERO
My Comm Exp: 6/25/96
Bonded By Service Ins.
No. CC198866

P95000026059

STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: LUKS, Koteles & Santaniello, P.A. EIN or SS#: 15-0580835

Address: 515 E LAS OLAS BLVD STE 1150
FT. LAUDERDALE, FL 33317

Amount: \$225 Date Paid 7-30-96
Reason for claim: P95000026059 - deprecia
tion, on the AR

Certified true and correct this _____ day of _____, 19 _____.

Signature [Signature]

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only

Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ 225.

The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. 97461 CHA dated 7-30-96.

Name of Account _____
45202130001453000000000010000

Statutory Authority for Collection 6007

It is requested that payment be made from the following account:

NAME OF ACCOUNT: _____
452021300014530000000022002000

Certified true and correct this _____ day of _____, 19 _____.

Department of State, Division of Corporations
(Agency)

(Authorized Signature and Title)