

P95000031930
Eliot P. Reifkind, P.A.

ELIOT P. REIFKIND
ROBERT S. PINKIERT

EMERALD HILLS EXECUTIVE PLAZA
SUITE 306
4601 SHERIDAN STREET
HOLLYWOOD, FLORIDA 33081
TELEPHONE (305) 966-8700
PLEASE REPLY TO HOLLYWOOD

BOCA RATON OFFICE
ATRIUM FINANCIAL CENTER
SUITE 300
1515 N. FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

April 18, 1995

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***122.50 ***122.50

Secretary of State
Corporate Division
Tallahassee, FL 32304

RE: REIFKIND & PINKIERT, P.A.

Dear Sir:

In connection with the captioned corporation, enclosed please find original and copy of Articles of Incorporation and Resident Agent form, together with check in the sum of \$122.50, representing the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
TOTAL	<u>\$122.50</u>

Kindly return a certified copy to this office at your earliest possible convenience.

Thank you very much for your courtesy and cooperation in this matter.

Very truly yours,

ELIOT P. REIFKIND, P.A.

BY: 

ELIOT P. REIFKIND

EPR/ln
Encs.

FILED
55/22 20 AM 8:13

ARTICLES OF INCORPORATION

OF

REIFKIND & PINKIERT, P.A.

RECEIVED
MAY 20 1963

THE UNDERSIGNED Subscriber of these Articles of Incorporation is a natural person over the age of eighteen (18) years, competent to contract attorneys duly licensed to render services as such under the laws of the State of Florida, thereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation is: REIFKIND & PINKIERT, P.A.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation is:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice law therein;

B. To invest funds of the corporation in real estate mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of professional legal services;

C. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in

these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that the corporation shall have authority to issue outstanding at any one time is 100 shares of Common Stock and all having a par value of \$1.00 per share. None of these shares of the corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which the corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE VI: PRINCIPAL OFFICE OF CORPORATION

The principal office of the corporation is: 4601 Sheridan Street, Suite 306, Hollywood, FL 33021. The Board of Directors

may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4601 Sheridan Street, Suite 306, Hollywood, FL 33021, and the name of the initial registered agent of this corporation at this address is ELIOT P. REIFKIND.

ARTICLE VIII: DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall be not less than one (1) Director initially. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws hereof.

ARTICLE IX: INITIAL DIRECTORS

The name and street address of the First Board of Directors of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ELIOT P. REIFKIND	4601 Sheridan Street Suite 306 Hollywood, FL 33021
ROBERT S. PINKIERT	4601 Sheridan Street Suite 306 Hollywood, FL 33021

ARTICLE X: SUBSCRIBERS

The name and street address of each person signing these Articles of Incorporation as a subscriber, each of whom is an attorney duly licensed under the laws of the State of Florida to render services, the number of shares of stock each agrees to take, and the value of the consideration therefor are:

<u>NAME AND ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
ELIOT R. REIFKIND 4601 Sheridan Street Suite 306 Hollywood, FL 33021	98	\$ 98.00
ROBERT S. PINKIERT 4601 Sheridan Street Suite 306 Hollywood, FL 33021	1	\$ 1.00

ARTICLE XI: VOTING TRUST

No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XII: CUMULATIVE VOTING FOR DIRECTORS

At all elections of the Directors of the corporation each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected and he may cast all 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 he may see fit.

ARTICLE XIII: CONTRACTS

No contract or other transaction between the corporation and any other corporation shall be affected by the fact that any Director of the corporation is interested in or is a Director or officer of such other corporation and any Director individually or jointly may be a party to or may be entered in any contract or transaction of the corporation or in which the corporation is interested and no contract or other transaction of the corporation with any person, firm or corporation shall be affected by the fact

that any Director of the corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XIV: REMOVAL OF DIRECTORS

Any Director of the corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a Director.

ARTICLE XV: RESTRAINT ON ALIENATION OF SHARES

The shareholders of the corporation shall have the power to include in the By-Laws adopted by two-thirds (2/3rds) majority of the stockholders of the corporation any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of the corporation by any of its shareholders or in the event of the death of any of its shareholders. The manner and form, as well as the relative terms, conditions and details thereof shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the corporation and such sale or transfer may be made only after the same shall have been approved at a stockholders meeting especially called for such purpose. If any shareholder shall become legally disqualified to practice law in the State of Florida, or be elected to a public office, or accept an employment that placed restrictions

or limitations upon his continuance rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE XVI: ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the corporation shall have all the following powers:

A. To enter into or become a partner in any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise with any person, firm or corporation for the purpose of rendering professional legal services;

B. To deny the holders of the common shares of the corporation any pre-emptive right to purchase or subscribe to any new issues of any type shares of the corporation, and no shareholder shall have any pre-emptive right to subscribe to any said shares;

C. At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired;

D. At its option, to purchase and acquire the shares owned and held by any shareholder who dies in accordance with the By-law adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired; and

E. To enter into, for the benefit of its employees, one or

more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restrictive stock option plan, or (6) other retirement or incentive compensation plans.


ARTICLE XVII: INDEMNIFICATION

The corporation shall indemnify any director, or any former director, to the full extent permitted by law.

ARTICLE XVIII: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, I, the subscriber, have hereunto set my hand and seal to these Articles of Incorporation this 18 day of April, 1995.


(SEAL)
ELIOT P. REIFKIND

STATE OF FLORIDA
COUNTY OF BROWARD

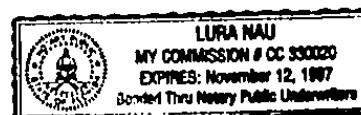
The foregoing instrument was sworn to and acknowledged before me this 18 day of April, 1995, by ELIOT P. REIFKIND.


NOTARY PUBLIC

LURA NAU
PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:
(check one): PERSONALLY KNOWN ☒ OR
PRODUCED IDENTIFICATION:

TYPE OF IDENTIFICATION
PRODUCED



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said act:

FIRST - REIFKIND & PINKERT, P.A.

desiring to organize under the Laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation at
the City of Hollywood, County of Broward, State of Florida, has
named ELIOT P. REIFKIND, who is located at 4601 Sheridan Street,
Suite 306, Hollywood, FL 33021 as its agent to accept service of
process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above-stated corporation, at 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.


ELIOT P. REIFKIND

55 APR 20 AM 8:13

P950000 31930

REIFKIND & PINKIERT, P.A.

ATTORNEYS AT LAW

ELIOT P. REIFKIND
ROBERT S. PINKIERT *
* MEMBER OF THE U.S. DISTRICT COURT
FOR THE MIDDLE AND SOUTHERN
DISTRICTS OF FLORIDA

OF COUNSEL
ROSEMARIE A. JANNUZZI
RICHARD A. JANNUZZI *
* ALSO MEMBER OF N.Y. BAR

EMERALD HILLS EXECUTIVE PLAZA • SUITE 300
4001 SHENIDAN STREET
HOLLYWOOD, FLORIDA 33081
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FACSIMILE (305) 966-4169

BOCA RATON OFFICE
TRIUMPH FINANCIAL CENTER
SUITE 300
1515 N. FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432
PLEASE REPLY TO HOLLYWOOD

June 15, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400001528974
-07/03/95--01024--009
*****96.25 *****96.25

RE: Amendment of Articles of Incorporation: ELIOT P. REIFKIND, P.A.
Dissolution of Incorporation: REIFKIND & PINKIERT, P.A.

Dear Sir or Madam:

On April 20, 1995, new Articles of Incorporation were filed for REIFKIND & PINKIERT, P.A. This was done in error, as the intent of the newly formed partnership was to amend the existing Articles of Incorporation for ELIOT P. REIFKIND, P.A., to read: REIFKIND & PINKIERT, P.A..

We have enclosed the completed forms provided by your office as follows:

1. Articles of Amendment
2. Articles of Dissolution

We have additionally attached separate checks for the cost of amending the existing corporation, and dissolving the one filed on April 20, 1995.

We have provided a self addressed stamped envelope for return of the certified copies of the amendment, dissolution and certificates of status.

Reiss
LFT
6-29-95

Should you have any questions regarding our request, please contact the undersigned.

Very truly yours,

REIFKIND & PINKIERT, P.A.

BY: 

ELIOT P. REIFKIND

ARTICLES OF DISSOLUTION

FILED
1995 JUN 19 PM 5:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: REIFKIND & PINKIERT, P.A.

SECOND: The date dissolution was authorized: June 12, 1995

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for approval by _____."]
(voting group)

Signed this 12th day of June, 19 95.

Signature _____
(By the Chairman or Vice Chairman of the Board, President, or other officer)

ELIOT P. REIFKIND
(Typed or printed name)

PRESIDENT
(Title)