

ST. ARNOLD & STEARNS, CHARTERED

ATTORNEYS AND COUNSELORS AT LAW

1370 Pinhurst Road
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JACK R. ST. ARNOLD
JAMES R. STEARNS

CHARLES M. PHILLIPS, JR.
OF COUNSEL

May 10, 1995

P45000038025

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

700001486177
-05/12/95--01082--015
***122.50 ***122.50

Re: PALONDER THORNTON INSURANCE, INC.

Ladies and Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation for filing relative to the above. Also enclosed is our check, number 7996, in the amount of \$122.50 to cover your fee for the same.

Kindly forward the stamped copy to the undersigned.

Please do not hesitate to contact my office if you have any questions regarding the above.

Sincerely,

JS
Jack R. St. Arnold

JRS/man/2581
Enclosures

FILED
MAY 12 PM 4:11
TALLAHASSEE FLORIDA

D. BROWN MAY 12 1995

**ARTICLES OF INCORPORATION
OF
PALONDER THORNTON INSURANCE, INC.**

FILED
95 MAY 12 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, are natural persons competent to contract, and hereby form a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be PALONDER THORNTON INSURANCE, INC.

ARTICLE II LOCATION

The location of this corporation shall be:

811A Douglas Avenue, Dunedin, FL 34698

ARTICLE III NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V INITIAL
REGISTERED OFFICE
AND AGENT**

The name of the initial registered agent of this corporation is Jack R. St. Arnold, Esquire, and the street address of the initial registered office of this corporation is St. Arnold & Stearns, Chartered, 1370 Pinehurst Road, Dunedin, Florida, 34698.

ARTICLE VI TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII DIRECTORS

The corporation shall have two directors initially. The name

and street address of the initial members of the Board of Directors are:

Joseph D. Thornton, Jr.
811A Douglas Avenue, Dunedin, FL 34698

Douglas A. Palonder
811A Douglas Avenue, Dunedin, FL 34698

ARTICLE VIII OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President: JOSEPH D. THORNTON, JR.
811A Douglas Avenue
Dunedin, FL 34698

Secretary/Treasurer: DOUGLAS A. PALONDER
811A Douglas Avenue
Dunedin, FL 34698

ARTICLE IX SUBSCRIBER

The names and street addresses of the subscribers to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>	<u># of Shares</u>
JOSEPH D. THORNTON, JR.	811A Douglas Avenue Dunedin, FL 34698	500
DOUGLAS A. PALONDER	811A Douglas Avenue Dunedin, FL 34698	500

ARTICLE X PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is

subject to this reservation.

IN WITNESS WHEREOF, the undersigned have hereunto set his hand and seal on this 8th day of May, 1995.

Joseph D. Thornton, Jr.
JOSEPH D. THORNTON, JR.

Douglas A. Palonder
DOUGLAS A. PALONDER

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8th day of May, 1995, by JOSEPH D. THORNTON, JR., who is personally known to me ~~or who has produced~~ as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

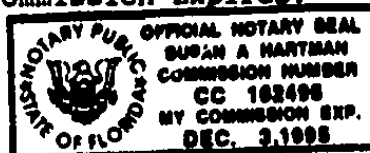
NOTARY PUBLIC:

Sign: Susan A Hartman

Print: SUSAN A HARTMAN

State of FL at Large (Seal)
My Commission Expires:

STATE OF FLORIDA
COUNTY OF PINELLAS



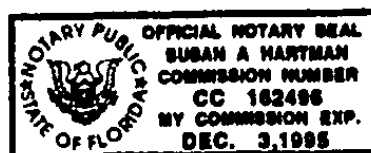
The foregoing instrument was acknowledged before me this 8th day of May, 1995, by DOUGLAS A. PALONDER, who is personally known to me ~~or who has produced~~ as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:

Sign: Susan A Hartman

Print: SUSAN A HARTMAN

State of FL at Large (Seal)
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.



JACK R. ST. ARNOLD, Esquire

FILED
55 MAY 12 PM 4:11
TALLAHASSEE, FLORIDA
STATE

P95000038025



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PALONDER THORNTON INSURANCE, INC., a Florida corporation,
P95000038025

INTO

WM. ALLEN & ASSOC., INC., a Florida corporation, F26108.

File date: January 30, 1996

Corporate Specialist: Linda Stitt