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DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (04) 922-4000

FROM: LARSON & BOHENHAUSEN, P.A.  
16120 US HIGHWAY 19 NORTH  
SUITE 210  
CLEARWATER FL 34624-0000

CONTACT: MARIE LEE  
PHONE: (813) 535-5594  
FAX: (813) 535-4266

((H95000005440))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: BOHENHAUSEN & TORRIE, P.A.  
FAX AUDIT NUMBER: H95000005440  
DATE REQUESTED: 05/15/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 5  
ESTIMATED CHARGE: \$131.25

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 16:04:07  
CERTIFICATE OF STATUS: 1  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER:

073204003165

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*Prepared*  
*10-10344*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Matham  
Secretary of State

May 16, 1995

LARSON & ODBENHAUSEN, P.A.

CLEARWATER, FL

SUBJECT: ROSENHAUSEN & TORRIS, P.A.  
REF: W95000010346

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6934.

Loris Poole  
Corporate Specialist

FAX And. #: W95000005440  
Letter Number: 195A00025119

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION  
FOR PROFESSIONAL CORPORATION**

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a professional service corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this corporation shall be:

**ROSENHAUSEN & TORRIE, P.A.**

The principal office of this corporation shall be:

30 Bishop Creek Road  
Safety Harbor, Florida 34695

The mailing address of this corporation shall be:

30 Bishop Creek Road  
Safety Harbor, Florida 34695

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TALLAHASSEE, FLORIDA

**ARTICLE II  
PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

(a) To engage in every aspect in the practice of law and all its fields of specializations, as are engaged in by lawyers licensed to practice law in the State of Florida.

(b) To engage and render the professional services involved only through its officers, agents and employees who shall be lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

(c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

(d) To engage in no other business other than the rendition of the professional services specified herein.

(c) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### **ARTICLE III CAPITAL STOCK**

(a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.

(b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

(c) Shares of the corporation's stock and certificates shall be issued only to lawyers in good standing and duly licensed or otherwise legal authorized within the State of Florida to render the same professional services as this corporation.

### **ARTICLE IV DURATION**

The corporation shall have perpetual existence.

### **ARTICLE V REGISTERED AGENT**

The address of this corporation's initial registered office is:

30 Bishop Creek Road  
Safety Harbor, Florida 34695

and the name of its initial registered agent at said address is:

GAIL M. BOBENHAUSEN.

### **ARTICLE VI INCORPORATOR**

The name and address of the Incorporator is as follows:

GALE M. BOBENHAUSEN  
30 Bishop Creek Road  
Safety Harbor, Florida 34695.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The corporation shall have a board of directors consisting of one person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial director of this corporation is:

**GALE M. BOEHNHAUSEN**  
30 Bishop Creek Road  
Safety Harbor, Florida 34695

**ARTICLE VIII**  
**INFORMAL SHAREHOLDER ACTION**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

**ARTICLE IX**  
**SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such share shall not be entitled to dividends.

**ARTICLE X**  
**INFORMAL DIRECTOR ACTION**

If all of the Directors 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.

**ARTICLES XI**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director,

to the full extent permitted by law.

**ARTICLE XII**  
**BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the board of directors and stockholders provided that such amendment be in compliance with the laws of Florida governing a professional service corporation.

**ARTICLE XIII**  
**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 prorata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

**ARTICLE XIV**  
**DEATH OF A SHAREHOLDER**

Upon the death of a shareholder, the deceased shareholder stock shall be subject to purchase by the corporation or by the other shareholders at such price and upon such terms and conditions and in such manner as may be provided for by the bylaws of this corporation, or by written agreement between the corporation and its shareholders or by written agreement among the shareholders, in a manner consistent with law and these articles.

**ARTICLE XV**  
**INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 10<sup>th</sup> day of May, 1995.

INCORPORATOR

Gale M. Bobenhausen  
GALE M. BOBENHAUSEN

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes(1994)

REGISTERED AGENT

Gale M. Bobenhausen  
GALE M. BOBENHAUSEN

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this day 10<sup>th</sup> of May, 1995, by GALE M. BOBENHAUSEN.

Robert A. Larson  
Print:  
NOTARY PUBLIC

My Commission Expires



ROBERT A. LARSON  
MY COMMISSION # 00103770 EXPIRES  
JANUARY 20, 1998  
COMMERCIAL TRUST FIDELITY, INC.

Personally known ✓ OR produced identification \_\_\_\_\_

Type of identification produced: Driver's License \_\_\_\_\_ OR Other: \_\_\_\_\_

FILED  
MAY 16 PM 4:25  
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TALLAHASSEE, FLORIDA

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LAW OFFICES OF  
GALE M. BOBENHAUSEN, P.A.

P.O. Box 666  
Safety Harbor, Florida 34695  
Telephone (813) 797-6693  
Telecopier (813) 797-6740

November 25, 1996

Secretary of State  
Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

RECEIVED  
NOV 27 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Bobenhausen & Torrie, P.A.-Name Change Amendment

Dear Sir or Ms.:

Enclosed please find an original Articles of Amendment to Articles of Incorporation for filing. I enclose a check in the amount of \$43.75 and would request that you file the Articles of Amendment (\$35.00) and return a Certificate of Status reflecting the name change (\$8.75) in the envelope provided.

Thank you in advance for your time and consideration.

Very truly yours,

*Gale M. Bobenhausen*  
GALE M. BOBENHAUSEN

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

*NE*  
*12-6*



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

\_\_\_\_\_  
BOBENHAUSEN & TORRIE, P.A.

\_\_\_\_\_  
(present name)

RECEIVED  
FEB 27 1996  
STATE OF FLORIDA  
TALLAHASSEE

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I of the Articles of Incorporation For Professional Corporation is hereby amended to change the name of the corporation from Bobenhausen & Torrie, P.A. to Gale M. Bobenhausen, P.A., effective November 8, 1996. All other provisions of Article I remain the same.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: November 8, 1996

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_,"  
voting group

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 25th day of November, 1996

Signature \_\_\_\_\_

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Gale M. Bobenhausen

Typed or printed name

President and Registered Agent

Title