

PA500040663

OFFICE USE ONLY (Document #)

Rogers, Towers et al.

(Requestor's Name)  
106 South Monroe St.

(Address)  
Tallahassee, FL 32301 (222-7200)  
(City, State, Zip) (Phone #)

7000001-4507317  
-05/23/95--01110--0003  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

Call Pat @ 222-7200 if problems.

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. P. Scott Russell IV, P.A.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Statute

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
P. SCOTT RUSSELL, IV, P.A.

\*\*\*\*\*

The undersigned subscriber to these Articles of Incorporation of a professional service corporation, a natural person, competent to contract, and admitted to practice as Attorney-at-Law, duly licensed to render services as such under the laws of the State of Florida, does hereby present these Articles for the formation of a professional service corporation under the laws of the State of Florida.

FIRST: The name of this corporation is

P. SCOTT RUSSELL, IV, P.A.

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

To render professional legal services and to do all things in connection therewith that are customarily done by licensed Attorneys-at-Law under the laws of the State of Florida.

To invest its funds in real estate, mortgages, stocks, bonds, or other types of investments, and to own real or personal property necessary for rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or attaining any of the objects or the furtherance of any of the purposes enumerated or incidental thereto, 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 purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The business of this corporation shall be limited to the foregoing activities.

THIRD: This corporation is to have perpetual existence.

FOURTH: The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock of a par value of Ten Dollars (\$10.00) per share.

The consideration for the issuance of shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued is received, such shares shall be deemed to be fully paid and non-assessable. Future services shall not constitute payment or part payment for the issuance of shares. Before the corporation issues shares, the Board of Directors must determine that the consideration received or to be received for shares to be issued is adequate. In the absence of fraud, the judgment of the Board of Directors as to the value of the consideration received for shares shall be conclusive.

FIFTH: The amount of capital with which this corporation shall begin business is Five Hundred and no/100 Dollars (\$500.00).

SIXTH: The initial mailing address of the corporation is 1300 Riverplace Boulevard, Suite 601, Jacksonville, Florida 32207. The initial street address of the registered office and principal office of this corporation in the State of Florida is 1300 Riverplace Boulevard, Suite 601, Jacksonville, Florida 32207. The initial registered agent to accept service of process shall be P. Scott Russell, IV at said registered office. The Board of Directors may, from time to time, move the registered office and principal office to any other street address in Florida and change the corporation's mailing address to any other address in Florida. The Board of Directors may, from time to time, designate a different person as its registered agent.

SEVENTH: The number of its Directors shall be not less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

EIGHTH: The name and address of the sole member of the first Board of Directors, who shall hold office for the first year of existence of the corporation or until his successors are elected or appointed and have qualified, is:

<u>Name</u>	<u>Address</u>
P. Scott Russell, IV	1300 Riverplace Blvd., Suite 601 Jacksonville, FL 32207

NINTH: The name and address of the incorporator of this corporation, who is the subscriber of the Articles of Incorporation, is as follows:

<u>Name</u>	<u>Address</u>
P. Scott Russell, IV	1300 Riverplace Blvd., Suite 601 Jacksonville, Florida 32207

TENTH: In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter the By-laws of this corporation; to fix the amount, if any, to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation, except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

To designate (whenever the Board of Directors has more than two members) two or more of its number to constitute an

executive committee which committee shall for the time being, as provided in a resolution or in the By-laws of this corporation, have and exercise, to the extent permitted by law, any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit sharing, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits.

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of the directors of this corporation are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee

thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

This corporation may in its By-laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the Board of Directors.

ELEVENTH: No one, other than an individual who is duly licensed as an Attorney-at-Law under the laws of the State of Florida, may own any corporate stock of this corporation; nor may any stockholder enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

If any officer, shareholder, agent or employee of this corporation who has been rendering professional service to the public as an Attorney-at-Law becomes legally disqualified to render such professional service within this state, or is elected to a public office that, pursuant to existing law, places restrictions or limitations upon his continued rendering such professional services, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing rendering of such professional services, he shall sever all employment with, and financial interest in, this corporation forthwith.

TWELFTH: This corporation reserves the right to amend, alter, change or repeal any provision contain in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the original incorporator hereinbefore named for the purpose of forming a corporation, under the laws of the State of Florida, to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true and, accordingly, have hereunto set my hand and seal this 22nd day of May, 1995.

Signed, sealed and delivered  
in the presence of:

Fred M. Ringel  
Print Name: FRED M. RINGEL

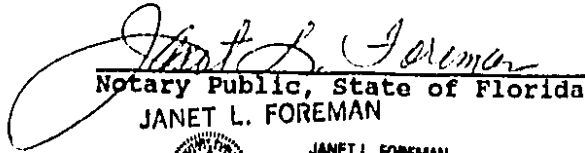
P. Scott Russell, IV (SEAL)  
P. Scott Russell, IV

Janet L. Foreman  
Print Name: JANET L. FOREMAN

STATE OF FLORIDA )  
COUNTY OF DUVAL )

BE IT REMEMBERED that on this 22<sup>nd</sup> day of May, 1995,  
personally came before me, Janet L. Foreman, a Notary Public for  
the State of Florida, P. SCOTT RUSSELL, IV, party to the forego-  
ing Articles of Incorporation, who is personally known to me, or  
who produced n/a for identification, and who did  
take an oath and who acknowledged the said Articles to be the act  
and deed of the signer, and that the facts therein stated are  
truly set forth.

GIVEN under my hand and seal of office the day and year last  
aforesaid.

  
Notary Public, State of Florida  
JANET L. FOREMAN



JANET L. FOREMAN  
MY COMMISSION # CC418308 EXPIRES  
NOVEMBER 19, 1998  
BONDED THRU TROY FARM INSURANCE, INC.



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes, on behalf of the below named corporation, organized under the laws of the State of Florida, the following statement is submitted in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is P. SCOTT RUSSELL, IV, P.A.
2. The name and address of the registered agent and office, as set forth in the corporation's Articles of Incorporation, is:

P. Scott Russell, IV  
1300 Riverplace Blvd., Suite 601  
Jacksonville, Florida 32207

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

P. Scott Russell, IV  
P. Scott Russell, IV

Date: May 22

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MAY 22 PM 2:04  
1995  
TALLAHASSEE, FLORIDA

P95000040663

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Rogers, Towers et al.

(Requestor's Name)

106 South Monroe St.

(Address)

Tallahassee, FL 32301 (222-7200)

(City, State, Zip)

(Phone #)

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95 JUN 20 AM 10:32

DIVISION OF CORPORATION

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4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy  
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 20 AM 10:35

Examiner's Initials

TLL

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

P. SCOTT RUSSELL, IV, P.A.

(Changing its Name to  
Dunlap & Russell, P.A.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 20 AM 10:35

1. The name of this Corporation prior to the change of name herein is P. Scott Russell, IV, P.A. This Corporation is organized under the laws of the State of Florida.

2. Article FIRST of the Articles of Incorporation of the Corporation is amended to read as follows:

"FIRST: The name of this Corporation is:

DUNLAP & RUSSELL, P.A."

3. This Amendment was recommended by the Board of Directors to the Corporation's shareholders on June 19, 1995.

4. This Amendment was unanimously approved on June 19, 1995, by the holders of all of the Corporation's outstanding shares of common stock which is the only class of stock authorized and outstanding and, accordingly, is the only group of the Corporation's shareholders entitled to vote on the Amendment. The number of votes was sufficient for approval of this Amendment. This Amendment was, therefore, duly adopted on June 19, 1995.

IN WITNESS WHEREOF, P. SCOTT RUSSELL, IV, P.A., (whose name is hereby being changed to DUNLAP & RUSSELL, P.A.) has caused these Articles of Amendment to be executed on this 19th day of June, 1995.

P. SCOTT RUSSELL, IV, P.A.

By:

P. Scott Russell  
P. Scott Russell, IV  
President