

P95000046069

LAW OFFICES
CLYATT & RICHARDSON
PROFESSIONAL ASSOCIATION
1551 FORUM PLACE • SUITE 300-C
WEST PALM BEACH, FLORIDA 33401

SHELTON CLYATT, JR.
KEVIN F. RICHARDSON

TELEPHONE 471-9800
FACSIMILE 471-9855
AREA CODE 407

June 5, 1995

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

800001510168
-06/09/95--01087--004
****122.50 ****122.50

Re: Geary & Johnson, P.A.

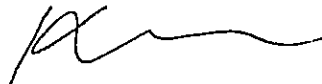
Ladies/Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed.

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very sincerely,



KEVIN F. RICHARDSON

KFR/pg

Enclosures

JUN 14 1995 BSB

FILED
95 JUN -9 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

95 JUN -9 PM 12:11

The undersigned natural persons competent and licensed to practice law in the State of Florida, acting hereby as Incorporators 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, do hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this corporation shall be Geary & Johnson, P.A.. The principal office of this corporation shall be 215 5th Street, Suite #301, West Palm Beach, Florida, 33401. The mailing address of this corporation shall be the same.

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 fields of specializations, as are engaged in by attorneys.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys 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.
- e. 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.

III

Capital Stock

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at one dollar (\$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 attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV Duration

The corporation shall have perpetual existence.

V Registered Agent

The address of this corporation's initial registered office is 215 5th Street, Suite #301, West Palm Beach, Florida, 33401, and the name of its initial registered agent at said address is Francis B. Geary, Jr..

VI Incorporator

The name and address of the Incorporators are as follows: Francis B. Geary, Jr., 215 5th Street, West Palm Beach, Florida, 33401, and William E. Johnson, 215 5th Street, West Palm Beach, Florida, 33401.

VII Board of Directors

The corporation shall have a Board of Directors consisting of two (2) persons. 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 names and addresses of the initial Directors of this corporation are: Francis B. Geary, Jr., 215 5th Street, West Palm Beach, Florida, 33401, and William E. Johnson, 215 5th Street, West Palm Beach, Florida, 33401.

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.

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 shares shall not be entitled to dividends.

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.

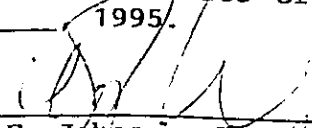
XI
Indemnification

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

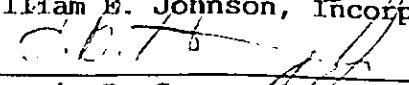
XII
Bylaw Amendment

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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 20 day of May 1995.

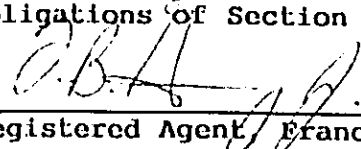


William E. Johnson, Incorporator



Francis B. Geary, Jr., Incorporator

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 (1993).

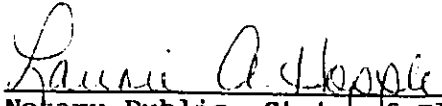


Registered Agent, Francis B. Geary, Jr.

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Francis B. Geary, Jr. and William E. Johnson who are to me well known (personally known) to be the persons described in and who executed the foregoing Articles of Incorporation as the Incorporators and they acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at West Palm Beach, Florida in the said County and State, this 21st day of May, 1995.



Notary Public, State of Florida
(Notarial Seal)

My commission expires:
 LAURIE A. ROPPLE
MY COMMISSION # CC 239341 EXPIRES
November 29, 1996
BONDED THRU TROY FAIN INSURANCE, INC.

P950000046069

LAW OFFICES
CLYATT & RICHARDSON
PROFESSIONAL ASSOCIATION
1551 FORUM PLACE • SUITE 300-F
WEST PALM BEACH, FLORIDA 33401

SHELTON CLYATT, JR.
KEVIN F. RICHARDSON

TELEPHONE 471-9600
FACSIMILE 471-9655
AREA CODE 561

May 19, 1997

000002183720--2
-05/23/97--01046--014
*****35.00 *****35.00

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

Re: Geary & Johnson, P.A.

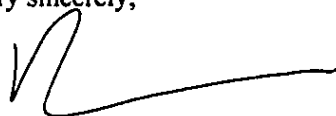
Ladies/Gentlemen:

I am enclosing herewith an original and a copy of Written Consent of the Directors in Lieu of Special Meeting of Board of Directors of Geary & Johnson, P. A., Articles of Amendment and Certificate of Amendment of By-Laws of Geary & Johnson, P.A. In addition, a check in the sum of \$35.00 is enclosed.

Please file the original documents and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very sincerely,



KEVIN F. RICHARDSON
KFR/jas
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 JUN 23 PM 12:05

JUN 23 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 2, 1997

KEVIN F. RICHARDSON, ESQ.
CLYATT & RICHARDSON, P.A.
1551 FORUM PLACE, SUITE 300-F
WEST PALM BEACH, FL 33401

SUBJECT: GEARY & JOHNSON, P.A.
Ref. Number: P95000046069

We have received your document for GEARY & JOHNSON, P.A. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 197A00029691

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

GEARY & JOHNSON, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 JUN 23 PM 12:05

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 1 - The name of the corporation is **GEARY, JOHNSON & PFEFFER, P.A.**

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: April 10, 1997

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 MEMBERS AND DIRECTORS OF THE CORPORATION."
Voting group

☐ The amendment(s) was/were adopted by the board of directors without 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 _____ day of April, 1997.

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)

<u>Wm F. Johnson</u>	<u>Francis B. Geary Jr.</u>
<u>President</u>	<u>Vice President</u>
Title	