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ERSKINE W. LANDIS (1900-1987)
JOHN L. GRAHAM (1905-1978)
WILLIAM E. BERNARD
RICHARD B. GRAHAM
WILLIAM A. OTTINGER
JOE O. DYKES, JR.
F. A. FORD, JR.
SAM N. MASTERS
PHILIP L. PARTRIDGE
BRYAN D. AUSTIN
E. CHANNING COOLIDGE, JR.

*BOARD CERTIFIED ESTATE PLANNING AND PROBATE LAWYER
(CERTIFIED CIRCUIT JUDGE FOR

LANDIS, GRAHAM, FRENCH, HUBFELDT, STANLEY & AUSTIN
ATTORNEYS AT LAW
ESTABLISHED 1900

DELAND
145 EAST RICH AVE.
POST OFFICE BOX 48
DELAND, FLORIDA 32721-0048
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DAYTONA
643 SOUTH RIDGEWOOD AVE.
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(904) 252-4717
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DELTONA
SUITE 204, MEDICAL ARTS CENTER
1555 SAXON BOULEVARD
DELTONA, FLORIDA 32725-5822
(407) 574-1461
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J. COMPTON FRENCH
THORWALD J. HUBFELDT
FRANK A. FORD, SR.
OF COUNSEL

PLEASE REPLY TO:

DeLand Office

June 13, 1995

Secretary of State
Corporation Division
Post Office Box 6327
Tallahassee, FL 32314

000001516750
-06/19/95--01057--013
*****70.00 *****70.00

Dear Ladies and Gentlemen:

RE: Sterling Risk Management and Insurance Consulting, Inc.

Enclosed herein is the original and one copy of the executed Articles of Incorporation for the above named corporation together with the Designation of Registered Agent. Please return a conformed copy of same to the office indicated above.

Also enclosed is our check in the amount of \$70.00 made payable to the Department of State in payment of the following fees:

Filing Fee	\$35
Designation of Registered Agent	<u>35</u>
Total	\$70

Thank you for your cooperation. If you have any questions, please feel free to contact me or Mr. Austin at your earliest convenience.

Sincerely,

Ruth D. Stanley
Ruth D. Stanley, CLA
to Bryan D. Austin

Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
STERLING RISK MANAGEMENT AND INSURANCE CONSULTING,
INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **STERLING RISK MANAGEMENT AND INSURANCE CONSULTING, INC.**

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DIVISION OF CORPORATIONS
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ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized as a small business corporation for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares, all of which shall be voting common shares with a par value of one dollar.

ARTICLE V. PREEMPTIVE RIGHTS

The holders of the corporation's issued and outstanding common shares shall have the right ("preemptive right") during a reasonable time and on reasonable conditions, both to be fixed by the current shareholders of this corporation, to purchase those common shares or other securities, as the case may be, in those proportions as would, if all the preemptive rights granted were exercised, preserve the relative unlimited dividend rights and voting rights of the then holders. The price or prices at which those common shares or other securities shall be issued to the then holders of the corporation's issued and outstanding shares shall be no less favorable than the price or prices at which those common shares or other securities are proposed to be offered for sale to others. This provision is subject to more specific provisions which may be set forth in the Bylaws of this corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

**1725 Mercers Fernery Road
DeLand, FL 32720**

and the name of the initial registered agent of this corporation at this address is:

MITZI SHEFFIELD DYKES

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

**1725 Mercers Fernery Road
DeLand, FL 32720**

ARTICLE VIII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of the corporation who shall hold office for the first year of the corporation's existence or until her successor is elected and has qualified is as follows:

**MITZI SHEFFIELD DYKES
1725 Mercers Fernery Road
DeLand, FL 32720**

ARTICLE X. OFFICERS

The officers of this corporation shall be a President, Secretary, and such other officers as the Directors shall deem necessary. The names, titles and addresses of the first officers of the corporation who shall hold office subject to the provisions of these Articles of Incorporation, the Bylaws of this corporation, and the laws of the State of Florida, for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

PRESIDENT: MITZI SHEFFIELD DYKES
1725 Mercers Fernery Road
DeLand, FL 32720

SECRETARY: MITZI SHEFFIELD DYKES
1725 Mercers Fernery Road
DeLand, FL 32720

ARTICLE XI. INCORPORATOR

The name and address of the individual signing these Articles is:

MITZI SHEFFIELD DYKES
1725 Mercers Fernery Road
DeLand, FL 32720

ARTICLE XII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders of this corporation.

ARTICLE XIII. RESTRICTIONS ON TRANSFER OF STOCK

A. Shares held may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

B. If the shareholders of this corporation elect for this corporation to be taxed as a Subchapter S corporation (as that term is defined in the Internal Revenue Code) then the following provisions shall apply.

No stockholder shall transfer all or any part of his shares of the corporation's stock if that transfer would cause an election made by the corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void. Without limiting the foregoing, any purported transfer will be null and void if, under the provisions of the Internal Revenue Code in effect at the time of the purported transfer,:

(1) the transferee is a person ineligible to be a stockholder in an S corporation, or

(2) the number of stockholders in the corporation immediately after the transfer would exceed the maximum number an S corporation is allowed to have.

This provision is subject to more specific provisions which may be set forth within the Bylaws or Shareholder's Agreement of this corporation.

ARTICLE XIV. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XV. SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by law.

ARTICLE XVI. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any affiliated group.

ARTICLE XVII. 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 incorporator has executed these Articles of Incorporation this 13 day of June, 1995.



MITZI SHEFFIELD DYKES, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **MITZI SHEFFIELD DYKES**, known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13 day of June, 1995.

Beverly M. Mort
Notary Public, State of Florida
BEVERLY M. MORT
Typed Name of Notary
Commission No.: CC 248730
My Commission Expires: 1/28/97
Personally Known OR Produced Identification _____
Type of Identification Produced _____



DESIGNATION OF REGISTERED AGENT

The undersigned incorporator of **STERLING RISK MANAGEMENT AND INSURANCE CONSULTING, INC.**, hereby designates the following individual as registered agent for this corporation:

MITZI SHEFFIELD DYKES
1725 Mercers Fernery Road
DeLand, FL 32720



MITZI SHEFFIELD DYKES, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent for **STERLING RISK MANAGEMENT AND INSURANCE CONSULTING, INC.**

DATED this 13th day of June, 1995.



MITZI SHEFFIELD DYKES

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