

95000051102

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

**EFFECTIVE DATE**  
7-1-95

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 30 AM 11:29

W95-13313

6/29/95

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY John \_\_\_\_\_

WALK-IN  
WHI Pick Up 629 12pm

RE: Brown, Obinger, Shaw,  
Baron, DeCardia,  
Professional Association

**DIVISION OF CORPORATION**

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		

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-06/29/95--01022--012  
\*\*\*\*122.50\*\*\*\*122.50

**SUBTOTALS**

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Pay to: Dept. 18% net 30 days

THANK YOU  
from  
Your Capital Connection



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 29, 1995

CAPITAL CONNECTION  
P.O. BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: BROWN, OBRINGER, SHAW, BEARDSLEY & DECANDIO,  
PROFESSIONAL ASSOCIATION  
Ref. Number: W95000013313

We have received your document for BROWN, OBRINGER, SHAW, BEARDSLEY & DECANDIO, PROFESSIONAL ASSOCIATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

**You must list at least one incorporator with a complete business street address.**

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) 487-6928.

Agnes Bundick  
Corporate Specialist

Letter Number: 695A00032044

*Corrected*

**ARTICLES OF INCORPORATION  
OF**

**BROWN, OBRINGER, SHAW, BEARDSLEY & DeCANDIO,  
PROFESSIONAL ASSOCIATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JUN 30 AM 11:29

EFFECTIVE DATE  
7-1-95

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation is Brown, Obringer, Shaw, Beardsley & DeCandio, Professional Association.

**ARTICLE II**

The nature and purpose of the business is a professional service corporation, under F.S. Chapter 621, to and for the rendering of professional services related to the field of law. Said professional services carried out on behalf of said corporation shall only be rendered through officers, employees or agents who are duly licensed and legally authorized to render services in the field of law and such other assistants who are usually and ordinarily considered by the field of law to be rendering professional services to the public. Notwithstanding the foregoing, the Corporation shall have full power and authority to employ, clerks, secretaries, bookkeepers, and other support staff. Further, the corporation shall have the right, power and purpose of investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments and shall also have the power to

own real or personal property necessary for the rendering of professional services.

#### **ARTICLE III**

The maximum number of common shares this corporation is authorized to have outstanding at any one time is 10,000 shares at \$.01 par value, all of which shall be voting common shares. The consideration to be paid for each share is to be fixed by the Board of Directors.

#### **ARTICLE IV**

No capital stock of the corporation shall at any time be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to render those professional services related to the field of law.

#### **ARTICLE V**

No shareholder of this corporation may sell or transfer his or her shares in such corporation except to another party which is eligible as a shareholder by said party holding due authorization or a license to practice law within the State of Florida.

#### **ARTICLE VI**

The amount of capital with which this corporation will begin business is not less than \$500.00.

#### **ARTICLE VII**

This corporation is to exist perpetually. This corporation is to begin its existence on July 1, 1995.

#### **ARTICLE VIII**

This corporation shall only be able to consolidate or merge with another domestic professional corporation organized and existing pursuant to F.S. Chapter 621 which renders professional services within the field of law. No merger or consolidation of this corporation with a foreign corporation shall take place at any time.

#### **ARTICLE IX**

Pursuant to §607.034, Florida Statutes, the registered office of this corporation in the State of Florida shall be 225 Water Street, Suite 1400, Jacksonville, Florida 32202 and the registered agent in the State of Florida shall be Jack W. Shaw, Jr., whose business address is 225 Water Street, Suite 1400, Jacksonville, Florida 32202. The principal office address and the registered agent address are the same.

#### **ARTICLE X**

This corporation shall have three directors, initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the shareholders.

#### **ARTICLE XI**

The names and addresses of the directors of this corporation are: The below listing are the incorporators.

Michael J. Obringer  
225 Water Street, Suite 1400  
Jacksonville, Florida 32202

Harris Brown  
225 Water Street, Suite 1400  
Jacksonville, Florida 32202

Michael J. DeCandio  
225 Water Street, Suite 1400  
Jacksonville, Florida 32202

**ARTICLE XII**

The names of the subscribers of these Articles of Incorporation are Michael J. Obringer, Harris Brown, and Michael J. DeCandio.

In accordance with Florida Statutes §607.007, it is expressly provided herein that the shareholders of this corporation shall have pre-emptive rights in any new stock of the same kind, class or series as that which they already hold and they shall have the right to purchase their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others licensed to practice law within the State of Florida, which price, in the case of par value share, may be in excess of par.

**ARTICLE XIII**

These Articles of Incorporation and the Corporation's By-Laws may be amended only by the approval of the Board of Directors, and the affirmative vote or written consents of not less than a seventy-five (75) percent of the shareholders of the corporation entitled to vote.

**ARTICLE XIV**

1. **Board of Directors**

The Corporation shall have a Board of Directors, comprised of three (3) Shareholders. The Board of Directors shall be elected by a vote of the majority of outstanding shares, not by a majority vote of individual Shareholders.

The Board of Directors shall have the following powers which may be exercised only by unanimous vote of the Board of Directors:

(a) Change of salary of a Shareholder. The power of the Board to change salary supersedes the salary agreement provisions in any Shareholder's Employment Agreement.

(b) The Board of Directors may distribute any cash remaining in the Corporation as of the close of the Corporation's calendar year or upon dissolution to any employee of the Corporation as a performance bonus as the Board deems appropriate using its sole discretion. In the event that the Board of Directors cannot make a unanimous decision as to disposition of cash remaining in the Corporation, any such cash shall be distributed to the Shareholders executing this Agreement, pursuant to their relevant shares. For example, a Shareholder possessing 5% of the outstanding shares would receive 5% of the cash remaining in the Corporation in the event that the Board of Directors cannot agree as to the distribution of those funds by unanimous vote. During calendar year 1996, bonuses may be considered on June 30, 1996 and December 31, 1996 for that year only. The Board of Directors shall not be required to distribute any bonuses on June 30, 1996. For all other calendar years, all bonuses will be considered as of the close of the calendar year or upon dissolution.

(c) The Board of Directors may, in its sole discretion, contribute any cash remaining in the Corporation as of the close of the fiscal year to a pension plan or a profit-sharing plan.

(d) The Board of Directors may dissolve the Corporation. "Cash remaining in the Corporation" as used in the above sections (b) and (c) means cash available to the Corporation after payment of all expenses and obligations of the Corporation.

## **2. Management Committee**

The Corporation shall have a Management Committee comprised of three (3) Shareholders. The Management Committee shall be elected by vote of Shareholders, each with one (1) vote, regardless of the number of shares held. The Management Committee shall have all power to conduct all business of the Corporation with the exception of those powers expressly provided to the Board of Directors in paragraphs 1.(a), 1.(b), and 1.(c) as set forth above.

## **ARTICLE XV**

The attendance of not less than seventy-five (75) percent of the shareholders of the corporation entitled to vote, in person or by proxy, shall be required to have a quorum such that the shareholders can conduct the business of the corporation. Notwithstanding any other provision in these articles of incorporation, in order to change the restriction on voting rights of the common stock in the preceding Article, the unanimous affirmative vote or written consent of all shareholders of the corporation entitled to vote, not just those present at a validly constituted shareholder meeting, shall be required.



**ARTICLE XVI**

It is the intention of the Charter that the Directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242 through 1244, inclusive, of the Internal Revenue Code.

Michael Obringer (SEAL)  
MICHAEL OBRINGER  
Incorporator, Director

Harris Brown (SEAL)  
HARRIS BROWN  
Incorporator, Director

Michael J. DeCandio (SEAL)  
MICHAEL J. DeCANDIO  
Incorporator, Director

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Michael Obringer, Harris Brown and Michael J. DeCandio, to me well known to be the persons described in, and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 27<sup>th</sup> day of June, 1995.

Benita M. Heatherington  
Notary Public, State of Florida  
Print:  
My Commission Expires:

BENITA M. HEATHERINGTON  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires Dec. 26, 1997  
Commission No. CC 325643  
Bonded thru Patterson - Becht Agency

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT ON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST: That Brown, Obringer, Shaw, Beardsley & DeCandio, Professional Association, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Jacksonville, County of Duval, State of Florida, has named Jack W. Shaw, Jr., located at 225 Water Street, Suite 1400, Jacksonville, Florida 32202, as its registered agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
JACK W. SHAW, JR.

corporat.e\bosbd.art

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 30 AM 11:29