

HARRIS, MIDYETTE & GEARY, P.A.

ATTORNEYS AT LAW

2012 SOUTH FLORIDA AVENUE  
LAKELAND, FLORIDA

CHRISTY F. HARRIS  
CORPORATION AND BUSINESS LAW  
GENERAL PRACTICE  
WILLIAM M. MIDYETTE III  
JOSEPH A. GEARY  
EDUARDO E. MORRILL  
BEN H. DABBY, JR.  
LOUISE D. WILKINSON

REPLY TO:  
P.O. BOX 2451  
LAKELAND, FLORIDA 33806-2451  
TELEPHONE (813) 683-7567  
FAX (813) 688-8099

*P95000053707*

July 6, 1995

VIA FEDERAL EXPRESS

Department of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

EFFECTIVE DATE

JUL 1 1995

30000158288  
707 0735--01051--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Spießl & Associates Architects, P.A.

Ladies and Gentlemen:

We are enclosing the original and one executed copy of proposed Articles of Incorporation for Spießl & Associates Architects, P.A., together with a Certificate Designating Registered Agent. Please approve and file the originals and return a certified copy to our office.

We are also enclosing our firm's check, payable to you, for the following charges:

Filing Fees .....	\$ 35.00
Certified Copy .....	52.50
Registered Agent Designation .....	<u>35.00</u>
<b>TOTAL</b>	<b><u>\$122.50</u></b>

Please call our office if anything further is required. Thank you for your assistance.

Sincerely yours,

HARRIS, MIDYETTE & GEARY, P.A.

By: *Christy F. Harris*  
Christy F. Harris

JUL 12 1995  
852  
JUL -7 PM 3:44  
FILED

CFH/lkm  
Enclosures: As Stated Above

cc: Spießl & Associates Architects, P.A.

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ARTICLES OF INCORPORATION

OF

SPIESSL & ASSOCIATES ARCHITECTS, P.A.

EFFECTIVE DATE  
JUL 1 1995

The undersigned natural person is duly licensed to practice the profession of architecture in the State of Florida and hereby forms a professional corporation in accordance with the Professional Service Corporation and Limited Liability Company Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I.

(NAME)

The name of this Corporation is:

SPIESSL & ASSOCIATES ARCHITECTS, P.A.

ARTICLE II.

(PERMITTED BUSINESSES AND ACTIVITIES)

The general nature of the business to be transacted by this Corporation is: providing professional architectural services and any other related business services.

ARTICLE III.

(CAPITAL STOCK)

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any other form with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

**ARTICLE IV.**

**(INITIAL CAPITAL)**

The amount of capital with which this Corporation will begin business shall be not less than Five Hundred Dollars (\$500).

**ARTICLE V.**

**(TERM OF EXISTENCE)**

The existence of this Corporation is to begin July 1, 1995, and to continue perpetually thereafter.

**ARTICLE VI.**

**(PRINCIPAL OFFICE ADDRESS)**

The street address of the initial principal office of the Corporation in the State of Florida is 5150 South Florida Avenue, Lakeland, Florida, 33813. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

**ARTICLE VII.**

**(REGISTERED OFFICE; REGISTERED AGENT)**

The street address of the Corporation's initial registered office in this State is 5150 South Florida Avenue, Lakeland, Florida, 33813. The initial Registered Agent of the Corporation and the address of the Registered Agent of the Corporation shall be as follows:

<u>Name</u>	<u>Address</u>
Ludwig Spiessl	5150 South Florida Avenue Lakeland, Florida 33813

**ARTICLE VIII.**

**(DIRECTORS)**

The initial Board of Directors shall consist of two (2) members. The names and addresses of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Ludwig Spiessl	5150 South Florida Avenue Lakeland, Florida 33813
David H. Wulff	5150 South Florida Avenue Lakeland, Florida 33813

The number of Directors may be increased or diminished from time to time, as provided in the By-Laws of the Corporation. Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

**ARTICLE IX.**

**(DIRECTORS' POWERS)**

The Board of Directors shall have the power to fix or change salaries of the Directors as Directors and as Officers, to permit contracts or other transactions between the Corporation and one or more of its Directors individually or businesses in which one or more of its Directors are interested, and to exercise such other powers of the Corporation as are not inconsistent with these Articles or with any By-Laws that may be adopted by the Stockholders.

Without limiting the generality of the foregoing, no contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between this Corporation and any corporation, association, or other enterprise of which one or more of its Directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such Director or Directors at the meeting of the Board of Directors of this Corporation, which acts upon, or in reference to, such contract or transaction, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors (such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

**ARTICLE X.**

**(INCORPORATOR)**

The name and street address of the Incorporator to these Articles of Incorporation is:

Name	Address
Ludwig Spiessl	5150 South Florida Avenue Lakeland, Florida 33813

The Incorporator to these Articles of Incorporation hereby assigns to this Corporation any and all of his rights under Section 607.0202, Florida Statutes, to constitute a Corporation.

**ARTICLE XI.**

**(AMENDMENTS)**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on Stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this Corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

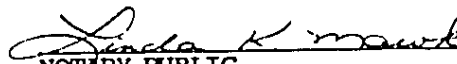
IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal, this 6th day of July, 1995, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and

file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

  
\_\_\_\_\_  
LUDWIG SPIESSL - INCORPORATOR (SEAL)

STATE OF FLORIDA,        )  
COUNTY OF POLK.        )

The foregoing Articles of Incorporation were acknowledged before me this 6th day of July, 1995, by LUDWIG SPIESSL, who is personally known to me or who has produced N/A (type of identification) as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC

(Linda K. Mawk)  
\_\_\_\_\_  
(Type/Print/Stamp Name)

N/A  
\_\_\_\_\_  
Serial Number, if any

(AFFIX NOTARIAL SEAL/STAMP)



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT SPIESSL & ASSOCIATES ARCHITECTS, P.A., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF LAKELAND, STATE OF FLORIDA, HAS NAMED LUDWIG SPIESSL, LOCATED AT 5150 SOUTH FLORIDA AVENUE, LAKELAND, FLORIDA, 33813-2515, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

  
LUDWIG SPIESSL

TITLE:

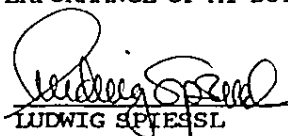
Director

DATE:

July 6, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE--STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE:

  
LUDWIG SPIESSL

DATE:

July 6, 1995

(Filing Fee: \$35.00)

(H:\Linda\Corporat\REGAGENT.FRM)

FILED  
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