

05000058399

95 JUL 28 AM 11:05

AMERILAWYER[®]

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

000001548508

-07/28/95 - 01013 - 028

****700.00 ****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):
LOROW CLAY & COMPANY, P.A.

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time 12:30 ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input 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

95 JUL 28 AM 11:27
FILED
CLERK OF DISTRICT COURT
STATE OF FLORIDA

7/28/95

Examiner's Initials (W)

ARTICLES OF INCORPORATION
OF
LOROW CLAY & COMPANY, P.A.

FILED
SECRETARY OF STATE
95 JUL 28 AM 11:27

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a professional service Corporation for profit under Chapter 621 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **LOROW CLAY & COMPANY, P.A.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF BUSINESS

The Corporation shall engage in the practice of accounting services.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 15485 Eagle Nest Lane, Suite 210, Miami, Florida 33014, and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Nat Lorow
Secretary:	Judy Clay
Treasurer:	Thomas Longman



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Nat Lorow
Judy Clay
Thomas Longman

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



443 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603 3900 • FACSIMILE (305) 447-8900
MAILING ADDRESS • POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

ARTICLE 10 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 12 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27th day of July, 1995.


Elsie Sanchez, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 28 AM 11:27

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®

By: 

Lawrence J. Spiegel, President



AMERILAWYER®

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FILED

96 JUN -6 11 13

SECRET
TALLAH

LOROW, CLAY & CO.
CERTIFIED PUBLIC ACCOUNTANTS
PH 305-820-9211
15485 EAGLE NEST LN., SUITE 210
MIAMI LAKES, FL 33014

1013

DATE June 3, 1996

53-4369
660

THE
ER OF Department of State
Twenty five + 00/100

\$35.00

DOLLARS

City National Bank

OF FLORIDA
13400 BISCAYNE BOULEVARD
NORTH MIAMI, FL 33181

Articles of Amendment

Mary J. Clay

00000130 0660043670 90016144820

800001871378
-06/21/96--01067--002
*****35.00 *****35.00

RECEIVED

96 JUN -6 AM 8:19

DIVISION OF CORPORATIONS

N. HENDRICKS JUN 13 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

96 JUN -6 AM 10:13

LOROW CLAY & Accounting P.A.

(present name)

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)

Amend Article 1 - Name

to read:

The name of the Corporation is
Lorow, Clay & Company, 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: 04/29/96

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 _____,"
voting group

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and 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 3rd of June, 1996

Signature

Judy Clay, Chairperson
(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)

JUDY CLAY

Typed or printed name

Chairperson / Director

Title

LOROW, CLAY & COMPANY

A PROFESSIONAL ASSOCIATION
CERTIFIED PUBLIC ACCOUNTANTS
TOWNE CENTRE EXECUTIVE PLAZA I
SUITE 210

16485 EAGLE NEST LANE
MARIETTA, GEORGIA 30067-4014

TELEPHONE
(305) 820-9211

TELEFAX
(305) 820-9308

P950000 58399

September 4, 1996

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-09/10/96--01104--022
*****35.00 *****35.00

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

Re: Amendment of Article I to the Articles of Incorporation of
Lorow, Clay & Company

Gentlemen:

Enclosed please find the following documents:

- * Original Articles of Amendment to the above captioned corporation
- * Copy of Articles of Amendment to be returned to this office upon filing
- * Check in the amount of \$35.00 to cover your filing fee

If you require any additional information, kindly contact our office. Your prompt attention to this matter will be greatly appreciated.

Cordially,

Judy O'Connor
Judy O'Connor

JO/bm

Enc.

Handwritten notes and stamps:
CL
1996-09-10
696-1000000
10/10/96
10/10/96

LOROW & O'CONNOR, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

SUITE 100

15495 EAGLE NEST LANE

MIAMI LAKES, FLORIDA 33064

TELEPHONE
(305) 820-9211

FACSIMILE
(305) 820-9306

February 3, 1997

Carol Mustain Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Mustain:

As we discussed, enclosed is the information regarding our company's name change. Please contact me at your earliest convenience.

Very truly yours,

Judy O'Connor
Judy O'Connor

JO/bm

Enc.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Lorow, Clay & Company, A

(present name)

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)*

The present name of the corporation, as stated in Article I of the Articles of Incorporation is hereby amended to read as follows:

Lorow, O'Connor & Company, P.A.

RECEIVED
JUL 19 1968
CLAY & COMPANY
INCORPORATED

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: September 4, 1996

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 _____ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and 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 4th day of September, 19 96

Signature

Nat Lorow

(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)

Nat Lorow

Typed or printed name

President

Title