

P95 0000 64176

**MC MANUS & TRITT**

AN ASSOCIATION INCLUDING A PROFESSIONAL CORPORATION

JOHN C. McMANUS\*  
ARNOLD D. TRITT, JR. +

\* MEMBER OF GA. & D.C. BARS ONLY  
+ ALSO MEMBER OF GA. BAR

SUITE 216  
103 CENTURY 21 DRIVE  
JACKSONVILLE, FLORIDA 32216  
FACSIMILE 904/727-9906  
TELEPHONE 904/727-3975

ATLANTA OFFICE:  
SUITE 250  
53 PERIMETER CENTER EAST  
ATLANTA, GEORGIA 30346-2204

FACSIMILE 404/551-0028  
TELEPHONE 404/551-0033

August 16, 1995

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

200001563262  
-08/17/95--01040--0008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Transmittal Letter

SUBJECT: Arnold D. Tritt, Jr., P.A.

To Whom It May Concern:

Please find enclosed an original and one (1) copy of the Articles of Incorporation and a check for \$70.00.

FROM: Arnold D. Tritt, Jr.  
Suite 216  
103 Century 21 Drive  
Jacksonville, Florida 32216  
(904) 727-3975

Thank you for your immediate attention to this matter.

Sincerely,

**EFFECTIVE DATE**

**AUG 15 1995**

Arnold D. Tritt, Jr.

95 AUG 17 AM 8:17

FILED

505

ARTICLES OF INCORPORATION  
OF  
**ARNOLD D. TRITT, JR., P.A.**

**ARTICLE I**

The name of the Corporation is:

**ARNOLD D. TRITT, JR., P.A.**

**ARTICLE II**

Purpose

It is intended that this Corporation shall be a professional service corporation governed by the provisions of Chapter 621, Florida Statutes.

The general nature of the business or businesses to be transacted is as follows:

To transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida including, but not limited to, rendering professional legal services and to do all things in connection therewith that are customarily done by a licensed attorney under the laws of the State of Florida and to do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the Corporation.

Unless otherwise directed by the shareholders, the business of this Corporation shall be limited to the foregoing activities.

**ARTICLE III**

Perpetual Existence

The existence of this Corporation shall be perpetual. These Articles of Incorporation shall be effective August 15, 1995, or such later date as filed with the Florida Secretary of State.

**ARTICLE IV**

Principal Office: Mailing Address

The principal office and mailing address of this Corporation will be at Suite 216, 103 Century 21 Drive, Jacksonville, Florida 32216, or such other address as the Board of Directors may from time-to-time designate.

**EFFECTIVE DATE**

**AUG 15 1995**

FILED  
95 AUG 17 11 18 17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**Directors**

The number of directors shall be one (1).

The name and address of the member of the first board of directors are:

- 1) Arnold D. Tritt, Jr.  
Suite 216  
103 Century 21 Drive  
Jacksonville, Florida 32216

**ARTICLE VI**  
**Powers of Directors**

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this Corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

To determine and fix the compensation of officers, directors, agents and employees of this Corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this Corporation thereto; to enter into employment contracts or service agreements with officers, directors, shareholders, agents and employees of this Corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director or shareholder in any of the foregoing matters shall not disqualify such director or shareholder from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect of such matters.

This Corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both shareholders and directors shall have the power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the board of directors.

This Corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

Without limiting the generality of the preceding paragraph, the Articles of Incorporation of this Corporation may be amended to change the business purpose of this Corporation from the rendering of professional services to provide for any other lawful purpose.

#### **ARTICLE VII** **Stock**

The maximum number shares with par value that this Corporation is authorized to have outstanding at any one time is Fifty Thousand (50,000) shares of the par value of One Dollar (\$1.00) each.

#### **ARTICLE VIII** **Limitations of Corporate Stock**

This Corporation may not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or otherwise legally authorized to render the same specific professional services as those for which the Corporation is incorporated. No shareholder of this Corporation may enter into a voting trust agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

If any member, officer, shareholder, agent, or employee of this Corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within this state or is otherwise restricted from rendering such professional services or owning stock in this Corporation, that person shall sever all employment with, and financial interest in, this Corporation forthwith.

#### **ARTICLE IX** **Initial Registration Office And Asset**

The street address of the initial registered office of this Corporation is Suite 216, 103 Century 21 Drive, Jacksonville, Florida 32216, and the name of the initial registered agent of this Corporation at that address is Arnold D. Tritt, Jr.

#### **ARTICLE X** **Incorporators**

The name and address of the incorporator of this Corporation is as follows:

Arnold D. Tritt, Jr.,  
Suite 216  
103 Century 21 Drive  
Jacksonville, Florida 32216

## ARTICLE XI

### Contracts

No contract or other transaction between this Corporation and any person, firm or corporation shall be affected by the fact that any director or officer of this Corporation, individually or jointly, is a party to, or is interested in, such contract or transactions or by the fact that any director or officer of this Corporation is a director or officer of such other corporation.

I THE UNDERSIGNED, being the original incorporator herein before named for the purpose of forming a professional corporation to do business both within and outside the State of Florida, do make, subscribe, acknowledge, and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have signed my name this 16th day of August, 1995.



ARNOLD D. TRITT, JR.

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 621 and Section 607.0501, Florida Statutes, the below named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

**ARNOLD D. TRITT, JR. . P.A.**

2. The name and address of the registered agent and office are:

Arnold D. Tritt, Jr.  
Suite 216  
103 Century 21 Drive  
Jacksonville, Florida 32216

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: \_\_\_\_\_

Arnold D. Tritt, Jr.

DATE: \_\_\_\_\_

08/16/95

**FILED**  
95 AUG 17 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

P95000064176

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

ARNOLD D. TRITT, JR., P.A., a Florida corporation, P95000064176

INTO

A. BARRY GROSSE, P.A. which changed its name to  
**GROSSE & TRITT, P.A.**, a Florida corporation, P95000000049.

File date: July 3, 1996

Corporate Specialist: Steven Harris