

P96000001095

Requestor's Name
7043 Buck Cove Road
Address
Tallahassee, FL 32312
City/State/Zip Phone #

Office Use Only
01/04/96--01104--007
10.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MARSHALL MORRISON P.A.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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

NEW FILINGS	
<input checked="" 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

FILED
16 JAN -4 PM 2:47
RECEIVED
96 JAN -4 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
CORPORATION

Thomas GAVE
AUTHORIZATION BY PHONE TO
CORRECT Reg Agent Article
DATE 1-4-96
DOC. EXAM 15 Jan 96

Examiner's Initials

FILED
96 JAN -4 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
MARSHA MORRISON, P.A.

The undersigned Incorporator hereby files these
Articles of Incorporation in order to form a corporation
under the laws of the State of Florida.

ARTICLE 1.
Name

The name of this Corporation shall be:
MARSHA MORRISON, P.A.

ARTICLE II.
Nature of Business

The Corporation may act as a real estate broker
pursuant to Chapter 475 of the Florida Statutes as those
statutes now exist or may hereafter be amended and may
engage in any other activity or business permitted under
the laws of the United States and the State of Florida.

ARTICLE III.
Stock

The authorized capital stock of this corporation
shall consist of One Thousand (1,000) shares of Common
Stock with a par value of One Dollar (\$1.00) per share.
The stock of the Corporation shall be issued for such
consideration as may be determined by the Board of

directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

ARTICLE IV.
Powers

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V.
Incorporator

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

MARSHA MORRISON
7043 DUCK COVE ROAD
TALLAHASSEE, FLORIDA 32312

ARTICLE VI.
Term of Corporate Existence

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII.
Address of Registered Office and Registered Agent

The street address of the initial Office of this corporation in the state of Florida shall be

3303-201 Thomasville Road, Tallahassee, Florida 32312.

The name of the initial Registered Agent of the Corporation at the above address shall be MARSHA MORRISON. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE IX.
Initial Board of Directors

The initial Board of Directors shall consist of one person. The name and street address of the member of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the shareholders, and thereafter until her successor is elected is as follows:

MARSHA MORRISON
7043 DUCK COVE ROAD
TALLAHASSEE, FLORIDA 32312.

ARTICLE X.
Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office. The name and address of the initial officer is as follows:

MARSHA MORRISON
7043 DUCK COVE ROAD
TALLAHASSEE, FLORIDA 32312

ARTICLE XI.
Transactions In Which Directors Or
Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors or officer or officers is present at or participates in meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director or directors;

or

(2) The fact of such relationship or interest is disclosed or known to the shareholders

entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII. Indemnification of Directors and Officers

(a) The corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than an action, suit or proceedings by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust

or other enterprise which he or she served at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interest of the Corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or opposed to the best interests of the Corporation or that he had reasonable grounds that such action was unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of such person's being or having been a director, officer, employee, or agent of the Corporation, or by reason of such person's serving or having served at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by he or she in connection with the defense or settlement of

such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, except that such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (2) if such quorum is not obtainable by the shareholders who were not parties to such action, suit or proceeding; or (3) if such quorum is not obtainable by either the Board of Directors or shareholders, by independent legal counsel in a written

opinion. In the event such determination is made by independent legal counsel, the written opinion of counsel shall be submitted to the Board of Directors and be incorporated into the minutes prior to the indemnification.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Subparagraph (a) (1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in Subparagraph (a) (1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this paragraph. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retain such counsel, such person will bear the fees and expenses of any additional counsel retained by he or she, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such legal counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which

case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Paragraph.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE XIII. Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement to its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIV. Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of

Incorporation this 2nd day of January, 1996.

Marsha Morrison

MARSHA MORRISON

FILED
96 JAN -4 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/
AGENT, IN THE STATE OF FLORIDA

The name of the corporation is: MARSHA MORRISON P.A.

The name and address of the registered agent and office
is:

MARSHA MORRISON

TALLAHASSEE, FLORIDA 32312

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT
SERVICE OF PROCESS FOR THE ABOVE STATED 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.

Marsha Morrison

MARSHAMORRISON