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LAW OFFICE  
OF

VITAS J. LUKAS

4554 CENTRAL AVENUE  
SUITE A

St. PETERSBURG, FLORIDA 33711

STATE OF FLORIDA  
RECEIVED  
JAN 01 1996

MEMBER FLORIDA  
AND ILLINOIS BAR

TELEPHONE (813) 327-2833  
FAX (813) 327-3880

January 4, 1996

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\*\*\*\*122.50 \*\*\*\*122.50

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

VIA OVERNIGHT EXPRESS MAIL  
RECEIPT NUMBER EGM040137418US

Re: filing of new Professional Service Corporation, V. J. LUKAS, CHARTERED.

Dear Sir or Madam:

Enclosed please find: [1] the original and one (1) copy of the Articles of Incorporation for the above-identified new Professional Service Corporation, and [2] a postal money order in the amount of one hundred twenty two and 50/100 (\$122.50) dollars for your filing fee. Please register the corporation and return to me a certificate reflecting same, as well as a certified copy of the Articles, as soon as possible.

If there should be any problem with any of the above, please contact me via telephone your earliest opportunity. Thank you for your prompt attention to this matter.

Very truly yours,

Vitas J. Lukas, Incorporator  
Florida Bar Number 0443166

VJL/agl  
Enclosures

1-9-96

**COPY**

**ARTICLES OF INCORPORATION  
OF  
V. J. LUKAS, CHARTERED, A PROFESSIONAL SERVICE CORPORATION**

The undersigned subscribers to these Articles of Incorporation, each a person competent to contract, hereby associate themselves together to form a Professional Service Corporation under Chapters 021 and 007 of the Florida Statutes.

**ARTICLE I  
NAME**

The name of the corporation shall be V. J. LUKAS, CHARTERED.

**ARTICLE II  
TERM OF EXISTENCE**

The duration of the corporation is perpetual.

**ARTICLE III  
NATURE OF BUSINESS**

The general purposes for which the corporation is organized are:

- [1] To engage in the business of the provision of legal services.
- [2] To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- [3] To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV  
CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class and have a par value of one and 00/100 (\$1.00) dollar.

**ARTICLE V  
ADDRESS, REGISTERED AGENT**

The street address of the initial registered office of the corporation is 4554 CENTRAL AVENUE, SUITE A, ST. PETERSBURG, FLORIDA 33711, and the name of its initial registered agent is VITAS J. LUKAS. The principal place of business of the corporation is 4554 CENTRAL AVENUE, SUITE A, ST. PETERSBURG, FLORIDA 33711.

**ARTICLE VI  
DIRECTORS**

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
VITAS J. LUKAS	4554 CENTRAL AVENUE, SUITE A ST. PETERSBURG, FLORIDA 33711

**ARTICLE VII**  
**INCORPORATORS**

The name and address of each incorporator are:

NAME  
VITAS J. LUKAS

ADDRESS  
4664 CENTRAL AVENUE, SUITE A  
ST. PETERSBURG, FLORIDA 33711

**ARTICLE VII**  
**PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right to purchase, subscribe for or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation might issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof and whether issued for cash, labor done, personal property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes or to which is attached or pertinent to any warrant or warrants or instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

**ARTICLE IX**  
**DIRECTORS, INDEMNIFICATION**

(1) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the Court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of shareholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order,

settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this section.

[2] The corporation shall also indemnify any director, officer, employee or agent who has been successful in defense of any action, suit or proceeding, or defense of any claim, issue or matter therein, against all expenses, including attorneys' fees, reasonably incurred by him or her in connection therewith, without the necessity of an independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

[3] The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

[4] In addition to the indemnification provided for herein, the corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested shareholders or duly authorized by a majority of the shareholders.

[5] If any expenses or other amounts are paid by way of indemnification, otherwise than by Court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts paid and the nature and status, at the time of such payment, of the litigation or threatened litigation.

#### **ARTICLE X**

##### **STOCK TRANSFERS, CORPORATION'S RIGHT OF FIRST REFUSAL**

No shareholder shall have the right to sell, assign, pledge, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation for the net value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for as period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

**\*THESE SHARES ARE SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY**

THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPLE OFFICE OF THE CORPORATION."

The date of incorporation will be the earliest date permitted by law.

EXECUTED by the undersigned on this 4<sup>th</sup> day of January, 1998.

*Vitas J. Lukas*  
VITAS J. LUKAS, Incorporator  
NOTARY PUBLIC  
STATE OF FLORIDA  
5 PM '98

STATE OF FLORIDA }  
COUNTY OF PINELLAS } ss.

BEFORE ME, the undersigned authority, personally appeared VITAS J. LUKAS, to me well known, having presented Florida Driver License Number L220-870-54-188-0 as identification, to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 4<sup>th</sup> day of January, 1998.



MUNIQUE DECARO  
COMMISSION # CC433148 EXPIRES  
January 29, 1999  
MEMBER THE FIDELITY & BOND INSURANCE CO., INC.

*Munique DeCaro*  
NOTARY PUBLIC, State of Florida  
My Commission Expires:

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

Pursuant to §607.0501 and §607.0505 of the Florida Statutes, the following is submitted in compliance with said Act:

That V. J. LUKAS, CHARTERED, desiring to organize under the laws of the State of Florida, with its principle office as indicated in the Articles of Incorporation, in the City of St. Petersburg, County of Pinellas, State of Florida, has named VITAS J. LUKAS as its Registered Agent and its registered office is at 4554 Central Avenue, Suite A, St. Petersburg, Florida 33711, to accept service of process in this state.

**ACKNOWLEDGMENT**

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

*Vitas J. Lukas*  
VITAS J. LUKAS, Registered Agent