

P9600005275

Taylor & Ziegenbein

CERTIFIED PUBLIC ACCOUNTANTS

2114 Hillcrest Street • Orlando, Florida 32803

OFFICE USE ONLY

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-12/26/95--01100--004  
\*\*\*\*122.50 \*\*\*\*122.50

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
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3. \_\_\_\_\_  
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(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ 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

FILED  
96 JAN 18 AM 7:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CR2E031(10/92)

596A00002197

REGISTER JAN 3 1996

Examiner's Initials

789,630,706,671  
W95-128



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 3, 1996

**TAYLOR & ZIEGENBEIN, CPA**  
2114 HILLCREST STREET  
ORLANDO, FL 32803

**SUBJECT: TAYLOR & ZIEGENBEIN, P.A.**  
Ref. Number: W96000000128

We have received your document for TAYLOR & ZIEGENBEIN, P.A. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 996A00000213

# Taylor & Ziegenbein

January 9, 1996

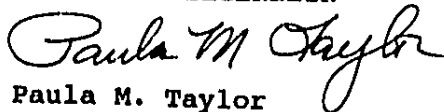
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed, as you requested, are our revised Articles of Incorporation. If you have any further questions, please call Paula M. Taylor at (407) 898-2251.

Very truly yours,

TAYLOR & ZIEGENBEIN

  
Paula M. Taylor

*Certified Public Accountants*

2114 Hillcrest Street, Orlando, Florida 32803 • Facsimile 407 898 4850 • Telephone 407 898 2251

FILED  
96 JAN 18 AM 7:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TAYLOR & ZIEGENBEIN, P.A.

The undersigned subscriber to these Articles of Incorporation is a Certified Public Accountant, licensed to practice in the State of Florida, and this corporation is formed under the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes.

ARTICLE I.

The name of the corporation shall be:

TAYLOR & ZIEGENBEIN, P.A.

ARTICLE II.

The corporation shall have perpetual existence.

ARTICLE III.

The general nature of the business to be transacted by this corporation shall be:

(a) To render professional service as a certified public accountant duly licensed to practice in the State of Florida, but such professional services shall be rendered only through officers, employees and agents of this professional corporation who are duly licensed.

(b) To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

(c) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

(d) It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

#### ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be 50,000 shares of voting common stock of the par value of \$1.00 per share, which shall be designated "Common Stock."

#### ARTICLE V.

The principal place of business of the corporation shall be:

2114 Hillcrest Street  
Orlando, FL 32803

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit. The incorporator of the corporation shall be:

Michelle R. Ziegenbein  
2114 Hillcrest Street  
Orlando, FL 32803

#### ARTICLE VI

The initial registered agent of the corporation at the registered address shall be:

Michelle R. Ziegenbein  
2114 Hillcrest Street  
Orlando, FL 32803

#### ARTICLE VII

The corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one (1). The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the corporation with or without cause.

#### ARTICLE III

The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Paula M. Taylor  
2114 Hillcrest Street  
Orlando, FL 32803

Michelle R. Ziegenbein  
2114 Hillcrest Street  
Orlando, FL 32803

#### ARTICLE IX

The names of the initial officers of the corporation are as follows:

President:	Michelle R. Ziegenbein
Vice-President:	Paula M. Taylor
Treasurer:	Paula M. Taylor
Secretary:	Michelle R. Ziegenbein

#### ARTICLE X.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE XI.

No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation.

#### ARTICLE XII.

The corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees, and agents, including former directors, officers, employees, and agents.

#### ARTICLE XIII.

The corporation elects to have preemptive rights, as provided by the Florida Business Corporation Act. 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 price at which it is offered to others, a pro rata portion of:

(1) Any stock of any class that the corporation may 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 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 any warrant or warrants or other 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 XIV.

The directors of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

#### ARTICLE XV.

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

(b) At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the



shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

(c) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

#### ARTICLE XVI.

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE XVII.

The mailing address for correspondence purposes of the corporation shall be:

2114 Hillcrest Street  
Orlando, FL 32803

IN WITNESS THEREOF, the subscriber affixed her signature this 21 day of December, 1995.

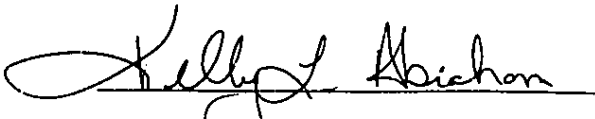
  
MICHELLE R. ZIEGENBEIN

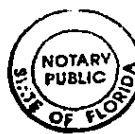
STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHELLE R. ZIEGENBEIN, who provided Florida driver's license No. E251-556-56-709-0 as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 21<sup>st</sup> day of December, 1995.

  
NOTARY PUBLIC - State of Florida  
Commission No.:  
My Commission Expires:



KELLY L. ABRAHAM  
My Comm Exp. 12/22/97  
Bonded By Service Ins  
No. CC338075  
☒ Personally Known ☐ Other I.D.

RECEIVED  
66 JAN 18 AM 7:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST THAT TAYLOR & ZIEGENBEIN, P.A.**

**WITH ITS PLACE OF BUSINESS AT:**

**HAS NAMED                      MICHELLE R. ZIEGENBEIN**

**LOCATED AT      2114 Hillcrest Street  
Orlando, Florida 32803**

**SIGNATURE**

**MICHELLE R. ZIEGENBEIN**

**TITLE** Incorporator

DATE 12/21/95

**SIGNATURE**

**MICHELLE R. ZIEGENBEIN**

(Registered Agent)

DATE \_\_\_\_\_

12/21/95