

P96000015695

901-222-0101 FAX



ACCOUNT NO. : 072100000032

REFERENCE : 851980 8795A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 20, 1996

ORDER TIME : 9:26 AM

ORDER NO. : 851980

CUSTOMER NO: 8795A

CUSTOMER: Ms. Stacy Leikam  
BARNETT BOLT KIRKWOOD & LONG

Suite 700  
601 Bayshore Boulevard  
Tampa, FL 33606-2763

600001719176  
-02/20/96--01076--013  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: TAYLOR & SWOPE, P.A.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS:

FILED  
96 FEB 20 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATE FILINGS

SAS  
2/20/96

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

FILED  
96 FEB 20 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being duly licensed to practice law under the laws of the State of Florida, hereby adopts these Articles of Incorporation to form a corporation under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida.

ARTICLE 1

Corporate Name

The name of this professional service corporation ("Corporation") shall be:

Taylor & Swope, P.A.

ARTICLE 2

The street address of the initial principal office of this Corporation is 101 East Kennedy Boulevard, Suite 4170, Tampa, Florida 33602.

ARTICLE 3

Purposes

This Corporation is formed to engage in every aspect of the practice of law. The professional services involved in this Corporation's practice of law may be rendered only through its officers, agents and employees who are duly licensed or otherwise legally authorized to practice law in the State of Florida. This

Corporation may also invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and may own real and personal property necessary for the rendering of such professional services.

#### ARTICLE 4

##### Corporate Existence

This Corporation shall have perpetual existence, commencing on the date that these Articles of Incorporation are filed with the Florida Department of State.

#### ARTICLE 5

##### Capital Stock

This Corporation is authorized to issue ten thousand (10,000) shares of common stock, having a par value of One Cent (\$.01) per share. None of the authorized shares of this Corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

#### ARTICLE 6

##### Preemptive Rights

This Corporation elects to have preemptive rights.

## ARTICLE 7

### Restraint on Alienation of Shares

No shareholder of this Corporation may sell or transfer any shares of the Corporation except to another individual who is eligible to be a shareholder of this Corporation. The foregoing restriction on alienation is not exclusive, and nothing herein shall preclude the imposition of additional restrictions on the transfer or registration of outstanding shares of the Corporation pursuant the Bylaws, an agreement among the shareholders of the Corporation or an agreement between the shareholders and the Corporation.

## ARTICLE 8

### Forfeiture Upon Occurrence of Disqualifying Event

The earliest to occur of any of the following events with respect to any shareholder of the Corporation (a "Disqualifying Event") shall constitute an event disqualifying such shareholder (the "Disqualified Shareholder") from owning shares of the Corporation:

- (a) his legal disqualification to practice law in the State of Florida; or
- (b) his election to a public office or acceptance of employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of professional legal services; or
- (c) any sale, transfer, hypothecation or pledge, or attempted sale, transfer, hypothecation or pledge, by him of stock in this Corporation to any person ineligible to be a shareholder in this Corporation;
- (d) the occurrence of any involuntary transfer of his stock in this Corporation, the effect of which is to vest any

legal or equitable interest in such stock in some person other than the shareholder.

Upon the occurrence of a Disqualifying Event, all of the shares of stock in this Corporation owned by the Disqualified Shareholder shall be forfeited to, and redeemed by the Corporation, on the terms and conditions as may be set forth in any applicable provision of the Bylaws, an agreement among the shareholders, or an agreement between the shareholders and the Corporation, in effect from time to time; provided, however, in the absence of a Bylaw or contractual provision governing the redemption of a Disqualified Shareholder's stock in the Corporation upon the occurrence of a Disqualifying Event, the Disqualified Shareholder shall be entitled to receive, in consideration for the forfeiture of his stock in the Corporation, a sum equal to the product of (a) the number of shares of stock owned by the Disqualified Shareholder, multiplied by (b) the "book value" of a single share of outstanding stock of the Corporation determined as of the last day of the month preceding the month in which the Disqualifying Event occurs (the "Determination Date"), and no more. For purposes of these Articles of Incorporation, the "book value" of a single share of outstanding stock of the Corporation shall mean the quotient of (i) the sum of the assets of the Corporation, reduced by the sum of its liabilities, divided by (ii) the total number of shares of outstanding stock of the Corporation, all determined as of the close of business on the Determination Date, and shall be determined by the accountant or firm of accountants then servicing the books and records of the Corporation, in accordance with

generally accepted accounting principles, consistently applied. The determination of such accountant shall be binding upon this Corporation and the Disqualified Shareholder, unless patently erroneous. Upon the occurrence of a Disqualifying Event, the Disqualified Shareholder shall forthwith cease to be a shareholder of the Corporation and, except to receive payment for his stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to the Disqualified Shareholder by this Corporation, the Disqualified Shareholder shall then and thereafter have no further financial interest of any kind in this Corporation. Each shareholder of this Corporation hereby grants an irrevocable power of attorney to this Corporation to cancel his or her stock upon the occurrence of a Disqualifying Event.

#### ARTICLE 9

##### Registered Office and Agent

The street address of the initial registered office of this Corporation is 777 South Harbour Island Boulevard, Suite 850, Tampa, Florida 33602, and the name of the initial registered agent at such address is Dale M. Swope.

#### ARTICLE 10

##### Directors

The business of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of two (2) members. The number of directors may be either increased or diminished from time to time, in the manner prescribed

in the Bylaws, but shall never be less than one (1). The initial directors are: Dale M. Swope, and his street address is: 777 South Harbour Island Boulevard, Suite 850, Tampa, Florida, 33602, and Phillip H. Taylor, and his street address is 101 East Kennedy Boulevard, Suite 4170, Tampa, Florida 33602.

ARTICLE 11

Incorporator

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Dale M. Swope

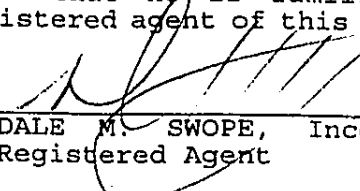
777 South Harbour Island Blvd.  
Suite 850  
Tampa, Florida 33602

ARTICLE 12

Amendments

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Bylaws of this corporation or other governing law, and any rights conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation this 8 day of ~~January~~ 1996, and acknowledges that he is familiar with, and accepts, the obligations of registered agent of this Corporation.

  
DALE M. SWOPE, Incorporator and  
Registered Agent

FILED  
95 FEB 20 PM 1:47  
147 SEP 95/SWOPE, AG  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P9600015695

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued; else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated this authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section \_\_\_\_\_, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Taylor + Swope, P.A. EIN or SS#: 59-3354887

Address: 101 E. Kennedy Blvd., Suite 4170  
Tampa, FL 33602

Amount: \$558.75 Date Paid \_\_\_\_\_

Reason for claim: Report already on file - P9600015695  
SM 8/14/97

Certified true and correct this 19 day of August, 1997.

Signature \_\_\_\_\_

\* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	
Amount of recommended refund	<u>\$558.75</u>
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on	
State Treasurer's Receipt No.	<u>98076 / 628</u> dated <u>07-31-97</u>
Name of Account	<u>45202130001453000000000010000</u>
Statutory Authority for Collection	<u>609</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT	<u>452021300014530000000022002000</u>
Certified true and correct this	_____ day of _____, 19____
Department of State, Division of Corporations	(Authorized Signature and Title)