

P96000018208

**JEROME L. HOLLINGSWORTH**

Attorney at Law

Post Office Box 8124, Naples, FL 33941-8124  
5051 Castello Drive, Suite 244  
Naples, FL 33940  
(813) 263-3773

**EFFECTIVE DATE**

2/19/96

2/19/96

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

Re: Nivison & Gorman, PA

Gentlemen:

900001724859  
-02/27/96--01044--019  
\*\*\*122.50 \*\*\*122.50

I am enclosing the original and one copy of the Articles of Incorporation for Nivison & Gorman, PA, along with our firm's check in the amount of \$122.50 in payment for the following:

- Filing Fee - \$35.00
- Registered Agent Designation - \$35.00
- Certified Copy Fee - \$52.50

Please file the enclosed Articles of Incorporation and return a certified copy to our office.

Thank you for your courtesy in this matter.

Very truly yours,

*Jerome L. Hollingsworth*  
Jerome L. Hollingsworth

JLH/pff

Enclosures  
cc: Richard D. Nivison

FILED  
96 FEB 26 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*SAB  
2/28/96*

EFFECTIVE DATE  
2/19/96

ARTICLES OF INCORPORATION

FILED  
96 FEB 26 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
Corporate Name

The name of the corporation is Nivison & Gorman, PA.

ARTICLE II  
Corporate Purpose

The purpose or purposes for which the corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Laws of the State of Florida, in particular, but not by way of limitation, to engage in the practice of public accounting and to own real estate or securities or both for the purpose of investment, and to engage in operations and to acquire, operate and dispose of both real and personal property incident to the corporation's primary purpose.

ARTICLE III  
Stated Capital

The corporation is authorized to issue 7,500 shares of common stock at a par value of \$1.00 per share.

Each outstanding share of stock, regardless of class, shall be entitled to One (1) vote on each matter which is submitted to a vote at any meeting of the shareholders.

The shares of stock may be issued for consideration having a value which is not less than the par value of the shares issued, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the purchaser has paid the full amount of the consideration for them. Shares which the corporation issues in this manner shall be deemed to be fully paid and nonassessable.

ARTICLE IV  
Commencement and Duration

The corporation is to commence its existence on 2/19/96 and shall exist perpetually until it is dissolved according to law.

**ARTICLE V**  
Board of Directors

The board of directors shall exercise all corporate powers and manage the business and affairs of the corporation.

The shareholders may, by resolution at a special meeting called for that purpose, exercise or perform any and all powers and duties conferred or imposed upon the board of directors, to the extent and by any person or persons as the shareholders may direct.

The corporation shall have One (1) director, initially. Subsequently, the number of directors shall be as specified in the corporation's bylaws.

The following person shall compose the initial board of directors and shall serve until a new board of directors is elected by the shareholders:

<u>Name</u>	<u>Address</u>
-------------	----------------

Richard D. Nivison,	173 Stanhope Circle, Naples, FL 33942
---------------------	---------------------------------------

**ARTICLE VI**  
Indemnification

The corporation shall indemnify any present or former director, officer or other person exercising powers and duties of a director, to the full extent permitted by law.

**ARTICLE VII**  
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

**ARTICLE VIII**  
Amendment

These articles of incorporation may be amended at any regular meeting of the shareholders or at any special meeting of the stockholders called for that purpose by a vote of the majority of the voting stock of the corporation outstanding.

**ARTICLE IX**  
Incorporator

The name(s) and address(es) of incorporator(s) is (are) as follows:

<u>Name</u>	<u>Address</u>
Richard D. Nivison	173 Stanhope Circle, Naples, FL 33942

**ARTICLE X**  
Initial Registered Office and Agent

1. The address of the initial registered office is:  
173 Stanhope Circle, Naples, FL 33942
2. Mailing address of initial registered office:  
same as above
3. The name of the initial resident agent at the registered office is:  
Richard D. Nivison

**ARTICLE XI**  
Shareholder Action

Any action required or permitted to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing.

**ARTICLE XII**  
Cumulative Voting

The directors of the corporation shall all be elected at one time, and each shareholder may cast as many votes for any one or more directors as the number of shares he owns times the number of directors to be elected.

**ARTICLE XIII**  
**Preemptive Rights to Stock**

Shareholders shall be entitled to preemptive rights on any newly issued shares of the corporation.

I, the Incorporator, have signed my name on 2/19/96.

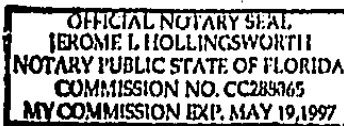
Richard D. Nivison

Richard D. Nivison  
173 Stanhope Circle  
Naples, FL 33942

**STATE OF FLORIDA**  
**COLLIER COUNTY**      88

On 2/19/96, Richard D. Nivison, produced a driver's license as identification and acknowledged the execution of these articles of incorporation was done freely and voluntarily for the purposes expressed in the document without taking an oath.

(NOTARY SEAL)



Jerome L. Hollingsworth  
Jerome L. Hollingsworth, Notary Public  
State of Florida at Large  
Commission No. CC 288065  
My commission expires 5/19/97

**ACCEPTANCE BY REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for this corporation.

Richard D. Nivison

Richard D. Nivison  
Registered Agent

This Instrument Prepared By:  
**Jerome L. Hollingsworth**  
Attorney at Law  
Post Office Box 8124  
Naples, FL 33941 - 8124  
(813) 263-3773

**CERTIFICATE DESIGNATING PLACE OF BUSINESS AND AGENT  
FOR SERVICE OF PROCESS WITHIN THIS STATE**

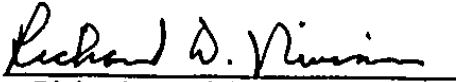
In compliance with Section 48.09, Florida Statutes, the following is submitted:

Nivison & Gorman, PA, organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 173 Stanhops Circle, Naples, FL 33942, Collier County, and Richard D. Nivison named as its Registered Agent for service of process.

Richard D. Nivison will accept service of process within the State of Florida on behalf of the corporation.

**ACKNOWLEDGMENT:**

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



Richard D. Nivison  
Registered Agent

FILED  
96 FEB 26 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Requestor's Name \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_ Phone \_\_\_\_\_

**PA96000018208**

Office Use Only

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

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

**100001939871**  
 -09/05/96--01070--008  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

- 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

APPROVED AND FILED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 96 OCT 15 PM 3:17

*aw*

Examiner's Initials	_____
---------------------	-------



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 12, 1996

RICHARD NIVISON  
5051 CASTELLO DR., SUITE 214  
NAPLES, FL 34103

SUBJECT: NIVISON & GORMAN, P.A.  
Ref. Number: P96000018208

We have received your document for NIVISON & GORMAN, P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 196A00042469

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

55 OCT 15 PM 3:17

APPROVED  
AND  
FILED



**CERTIFICATE OF AMBNDMENT  
TO THE ARTICLES OF INCORPORATION**

**A Domestic Profit Corporation**

Pursuant to the provisions of Act 284, Public Acts of 1972, as amended (profit corporations), the undersigned corporation executes the following certificate:

1. The present name of the corporation is:

**Nivison & Gorman, PA**

2. The corporation document number is P06000018208

3. The location of its registered office is:

**173 Stanhope Circle, Naples, FL 33942**

4. Article I of the Articles of Incorporation is hereby amended to read as follows:

**ARTICLE I**

The name of the corporation is:

**Richard D. Nivison, CPA, PA**

5. The foregoing amendment to the Articles of Incorporation was duly adopted on September 3, 1996. The amendment was duly adopted by the written consent of all the shareholders entitled to vote in accordance with Section 407(3) of the Act.

Signed on September 3, 1996.

By: Richard D. Nivison  
Richard D. Nivison, President

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

96 OCT 15 PM 3:17

APPROVED  
AND  
FILED

AFFIDAVIT OF RICHARD D. NIVISON

STATE OF FLORIDA  
COLLIER COUNTY 55

Richard D. Nivison, after first being duly sworn, deposes and says:

1. I formed a professional association named Nivison & Gorman, PA, in Florida on February 19, 1996.
2. On September 3, 1996, I changed the corporate name from that name, recorded as document number P06000018208, to Richard D. Nivison, CPA, PA.
3. Previously, I had registered my Michigan corporation to do business in Florida.
4. That corporation is named Richard D. Nivison, CPA, PC.
5. The Michigan corporation is no longer doing business in Florida.
6. I am the owner of both corporations.
7. Further, I am not.

*Richard D. Nivison*  
 Richard D. Nivison

On October 9, 1996, Richard D. Nivison, produced his driver's license as identification and, after first being duly sworn, stated that the foregoing affidavit is true to the best of his information and belief.

(NOTARY SEAL)

*Judy L. Alvord*  
 Judy L. Alvord, Notary Public  
 State of Florida at Large  
 Commission No. CC 464503  
 My commission expires 8/04/99

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 96 OCT 15 PM 3:17  
 APPROVED AND FILED

This Instrument Prepared By:  
**Jerome L. Hollingworth**  
 Attorney at Law  
 Post Office Box 8124  
 Naples, FL 34101 - 8124  
 (941) 263-3773

