

P96000021973

TRANSMITTAL LETTER

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

900001742699
-03/14/96--01007--029
****131.25 ****131.25

SUBJECT: KAREN DYER, P.A.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

KAREN CAUDILL DYER
Name (printed or typed)

300 East Robinson St. Suite 325
Address

Orlando, Florida 32801
City, State & Zip

(407) 425-7118
Daytime Telephone number

Dmc
3-11-96

~~685,671~~

FILED
96 MAR 11 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

DUKER & BARRETT

A PARTNERSHIP INCLUDING PROFESSIONAL AFFILIATIONS

200 EAST ROBINSON STREET
SUITE 325

ORLANDO, FLORIDA 32801

(407) 425-7118

FACSIMILE (407) 425-7047

BARNETT BANK PLAZA
ONE EAST SHOWARD BLVD
SUITE 620
FORT LAUDERDALE, FL 33301
(954) 355-0011
FACSIMILE (954) 355-0022

DUKER & BARRETT, L.L.P.
1555 BROADWAY
NEW YORK, N.Y. 10036
(212) 689-5600
FACSIMILE (212) 689-5650

100 STATE STREET
ALBANY, N.Y. 12207
(518) 434-0600
FACSIMILE (518) 434-0600

March 7, 1996

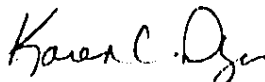
Ms. Doris McDuffie
Corporate Specialist Supervisor
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. McDuffie:

Pursuant to your attached letter, enclosed please find a check in the amount of \$131.25.

Thank you for being so patient and I apologize for the delay.

Sincerely,



Karen C. Dyer

KCD/kcd
enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 5, 1995

KAREN CAUDILL DYER
200 EAST ROBINSON STREET
SUITE 325
ORLANDO, FL 32801

SUBJECT: KAREN DYER, P.A.
Ref. Number: W95000023688

We have received your document for KAREN DYER, P.A., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$131.25.

Bylaws are not filed with this office. Please retain them for your records.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 495A00052752

ARTICLES OF INCORPORATION
OF
KAREN DYER, P.A.

FILED

96 MAR 11 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being a natural person competent to contract, and an attorney duly licensed to render professional services as such under the laws of the state of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the state of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be: KAREN DYER, P.A.

ARTICLE II - GENERAL NATURE OF BUSINESS

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

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney duly licensed under the laws of the state of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the state of Florida to practice law therein.

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 III - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall determine the value of any real or personal property, services or right acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its certificate of incorporation.

ARTICLE IV - DURATION

The effective date upon which this corporation shall come into existence shall be the date these Articles are filed with the office of the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial/^{principal and} registered office of this corporation shall be:

200 East Robinson Street Suite 325
Orlando, Florida 32801

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

Karen C. Dyer

ARTICLE VI - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be one.

B. The number of directors may be increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.

C. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the board of directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

E. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

F. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the initial member of the board of directors, to hold office for the first year of existence of this corporation or until her successors are elected or appointed and have qualified is:

<u>Name</u>	<u>Street Address</u>
Karen C. Dyer	200 EAST ROBINSON STREET Ste 325 Orlando, Florida 32801

ARTICLE VIII - INCORPORATOR TO ARTICLES

The following is the name and street address of the incorporator to these articles of incorporation, who is an attorney duly licensed to render services as such under the laws of the state of Florida:

Name

Karen C. Dyer

Street Address

1200 East Robinson St. Apt. 325
Orlando, Flor. 32801

ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an attorney under the laws of the state of Florida. 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. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

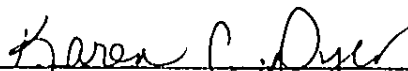
ARTICLE X - AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 28th day of November, 1995.


KAREN C. DYER, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this
28th day of November, 1995 by Karen C. Dyer.

Jill C. Blackton
NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as
the initial registered agent of KAREN DYER, P.A..

Karen C. Dyer
Karen C. Dyer

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

96 MAR 11 PM 1:45

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

1. The name of the corporation is: KAREN DYER, P.A.

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

KAREN CAUDILL DYER - President of KAREN DYER, P.A.
(NAME)

200 E. ROBINSON ST. SUITE 325
(P.O. Box or Mail Drop Box ~~NOT~~ ACCEPTABLE)

Orlando, Florida 32801
(CITY/STATE/ZIP)

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.

Karen C. Dyer
(SIGNATURE)

11/28/95
(DATE)