

P96000023886

James D. Ryan, Esquire
Requestor's Name

13300 Ridge Road
Address

North Palm Beach
City/State/Zip

Phone #

Fl 33408

Office Use Only

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

1. Ryan; Ryan Attorneys, a Professional
(Corporation Name) (Document #)
2. Association of P.A.'s
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(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 MAR 13 PM 12:08
TALLAHASSEE, FLORIDA
STATE

MAR 18 1996 BSB

**ARTICLES OF INCORPORATION
OF
RYAN & RYAN ATTORNEYS, a
Professional Association of P.A.'S.**

FILED
96 MAR 13 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, F.S. Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - Name and Address

The name of this Corporation is: RYAN & RYAN ATTORNEYS, a Professional Association of P.A.'s., and the principal place of business and mailing address of this Corporation shall be 11891 U.S. Highway One, Suite 201, North Palm Beach, Florida 33408.

ARTICLE II - Commencement and Duration

This Corporation shall commence on the date of filing of these Articles and the duration of this Corporation is perpetual.

ARTICLE III - Purpose

This Corporation is organized for the purpose of rendering professional services incidental to the practice of law..

ARTICLE IV - Stock

The aggregate number of share which this Corporation shall have authority to issue is 1,000 shares of common voting stock at \$1.00 par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE V - Amendment

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - Shareholder Rights

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VI pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VII - Initial Office and Agent

The street address of this Corporation's initial registered office in Florida is 11891 U.S. Highway One, Suite 201, North Palm Beach, Florida 33408.

ARTICLE VIII - Incorporators

The names and address of the incorporators are:

<u>Name</u>	<u>Address</u>
James D. Ryan & Associates, P.A.	11891 U.S. Highway One Suite 201 North Palm Beach, FL 33408
Thomas F. Ryan, P.A.	11891 U.S. Highway One Suite 201 North Palm Beach, FL 33408

ARTICLE IX

Common Directors - Transactions Between Corporations

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contractor transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they

authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE X - By-Laws

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

ARTICLE XI - Indemnification

Subject to the qualifications contained in Section 60.0850, Florida Statutes, the Corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Corporation.

DATED this 10th day of March, 1996.

JAMES D. RYAN & ASSOCIATES, P.A.

By: 

James D. Ryan

THOMAS F. RYAN, P.A.

By: 

Thomas F. Ryan

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

FILED
96 MAR 13 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted pursuant to 48.091(1) and 607.0501, Florida Statutes:

RYAN & RYAN ATTORNEYS, a Professional Association of P.A.'s, desiring to organize under the laws of the State of Florida, being in the County of Palm Beach designates James D. Ryan, 11891 U.S. Highway One, Suite 201, North Palm Beach, Florida 33408, as its Initial Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the Corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the Corporation and the name of its Registered Agent.

DATED this 10th day of March, 1996.


James D. Ryan

P96000023886

RYAN & RYAN
ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION
11001 U.S. HIGHWAY ONE, STE. 201
NORTH PALM BEACH,
FLORIDA 33408

JAMES D. RYAN
THOMAS F. RYAN

PHONE: (801) 691-1700
FAX: (801) 691-1300

July 31, 1997

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

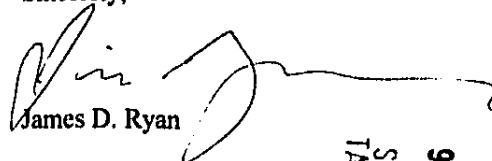
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-08/04/97--01074--014
*****35.00 *****35.00

**Re: Amendment to Articles of Incorporation
RYAN & RYAN ATTORNEYS, a
Professional Association of P.A.'s**

Dear Sir/Madam:

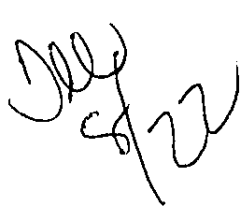
Enclosed please find the Articles of Amendment changing the name of the above referenced corporation, along with a check in the amount of \$35.00 for your fee.

Sincerely,


James D. Ryan

JDR:sp
Enclosures

FILED
97 AUG 22 AM 9 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


N/C Amend

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
RYAN & RYAN ATTORNEYS, a
Professional Association of P.A.'s**

FILED
97 AUG 22 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of RYAN & RYAN ATTORNEYS, a Professional association of P.A.'s, a Florida corporation, filed in Tallahassee, Florida, be and they are hereby amended in the following particulars:

1. The name of the Corporation shall be
RYAN & RYAN ATTORNEYS, P.A.

2. All remaining provisions of the original Articles of Incorporation shall remain unchanged.

3. The foregoing amendments were adopted by the Directors and Shareholders of the corporation on July 30, 1997.

IN WITNESS WHEREOF, the corporation acting through its duly authorized officer has executed these Articles of Amendment this 18 day of August, 1997.

RYAN & RYAN ATTORNEYS, a
Professional Association of P.A.'s.

BY: 
JAMES D. RYAN, President



RYAN & RYAN

ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION
11001 U.S. HIGHWAY ONE, STE. 201
NORTH PALM BEACH,
FLORIDA 33408

JAMES D. RYAN

PHONE: (801) 891-1700
FAX: (801) 891-1388

August 18, 1997

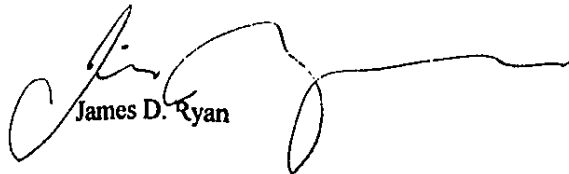
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Amendment to Articles of Incorporation
RYAN & RYAN ATTORNEYS, a
Professional Association of P.A.'s**

Dear Sir/Madam:

Pursuant to your letter of August 13, 1997, enclosed please find the revised Articles of Amendment changing the name of the above referenced corporation. I have also enclosed a copy of said letter for your reference.

Sincerely,



James D. Ryan

JDR:sp
Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

August 13, 1997

JAMES D. RYAN
RYAN & RYAN
11891 U.S. HIGHWAY ONE, SUITE 201
N. PALM BEACH, FL 33408

SUBJECT: RYAN & RYAN ATTORNEYS, A PROFESSIONAL ASSOCIATION
OF P.A.'S
Ref. Number: P96000023886

We have received your document for RYAN & RYAN ATTORNEYS, A PROFESSIONAL ASSOCIATION OF P.A.'S 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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

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 (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 297A00040981