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TRANSMITTAL LETTER

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TALLAHASSEE, FLORIDA

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

SUBJECT: **Ronald Weiner, P.A.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 (Filing Fee: \$35.00 for articles of incorporation filing and \$35.00 for designation of resident agent).

FROM: **Ronald Weiner. (Director)** (407) 798-2173
14557 Stirrup Lane
Wellington, Florida 33414

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ARTICLES OF INCORPORATION

OF

Ronald Weiner, P.A.

I, the undersigned incorporator, for the purpose of forming a corporation under the Florida Professional Service Corporation Act, Florida Statute Chapter 621, hereby associate myself and adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the professional service corporation shall be:

Ronald Weiner, P.A.

ARTICLE II: PURPOSE

Ronald Weiner, P.A. shall be organized under Florida Statute Chapter 621 as a for-profit corporation with the sole and specific purpose of rendering professional service in the general practice of insurance as an independent insurance agency and which has as its shareholders only individuals who themselves are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as a corporation.

This corporation shall not engage in any business other than the practice

of an independent insurance agency. However, Ronald Weiner, P.A., may invest its corporate funds into real estate, mortgages, stocks, bonds, and any other type of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE III: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this professional service corporation shall be in Palm Beach County, Florida (Royal Palm Beach/Wellington)

ARTICLE IV: MAILING ADDRESS

The mailing address of this professional service corporation shall be 11440 Okeechobee Boulevard, Suite 207, Royal Palm Beach, Florida 33411.

ARTICLE V: SHARES

The maximum number of shares of stock that this professional service corporation is authorized to have outstanding at any one time shall be twenty (1,000) shares with a par value of One Dollar (\$1.00) per share, all of which shall be common stock of the same class. Any shareholder and any representative of a deceased or incompetent shareholder of Ronald Weiner, P.A. may sell or transfer his shares in such corporation only to another individual who is a licensed and insured insurance agent in good standing. The disposition of said shares shall be enumerated through the mandates of the bylaws of this corporation (not-attached).

ARTICLE VI: OWNERSHIP OF SHARES

Ronald Weiner acting as director of Ronald Weiner, P.A. shall be issued ten (600) shares of common stock. The Balance will be held by Ronald Weiner, P.A. (Corporation).

ARTICLE VII: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VIII: BOARD OF DIRECTORS/INCORPORATORS

The names and post office addresses of the first board of directors/incorporators, who subject to the provisions of the By-laws (not-attached) and these Articles of Incorporation shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

Ronald Weiner, Director:
14557 Stirrup Lane
Wellington, Florida 33414

ARTICLE IX: TERMINATION

If any officer, stockholder, agent or employee of this corporation who has been rendering legal services to the public (a) for any reason ceases to be an actively licensed and insured as an independent insurance agent in good standing or becomes otherwise disqualified to continue such in this state, or (b) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of professional services as an independent insurance agent, or (c) makes an assignment for benefit of creditors, or (d) files a voluntary petition in bankruptcy or becomes the subject of an involuntary petition in bankruptcy, or (e) attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person or in any manner prohibited by law or by these articles or the by-laws (not attached) of the corporation, or (f) if any lien of any kind is imposed upon the shares of stock of any such stockholder and such lien is not removed within thirty (30) days after its imposition, then and in any of such events, all employment and relationship of such person with the corporation shall automatically and immediately stand completely severed and terminated, and except to receive payment for any shares of stock in the corporation owned by him as authorized under Article X hereof and to receive

payment of any other amounts then lawfully due and owing to him by the corporation, he shall then and thereafter have no further financial interest of any kind in Ronald Weiner, P.A.

ARTICLE X: INCOMPETENCY/DEATH

Upon the occurrence with respect to a stockholder, of any of the events specified in Article IX, or upon the death or adjudication of incompetency of a stockholder, then and in any of such events, the shares of stock in this corporation of such stockholder shall then and thereafter have no voting rights of any kind, shall not be entitled to any dividend or stock rights of any kind which may be declared thereafter by the corporation and shall be forthwith transferred, sold and purchased or redeemed at such price or value and only in such manner as shall be authorized or set forth in the by-laws (not-attached) adopted by the stockholders.

ARTICLE XI: MANAGEMENT/AFFILIATION

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of Ronald Weiner, P.A.

- (1) Such directors/shareholders of Ronald Weiner, P.A. shall from time to time create, readdress and amend by-laws for the corporation.
- (2) Subject always to such by-laws as may be adopted from time to time by the stockholders, the board of directors of Ronald Weiner, P.A. is expressly authorized to adopt, alter and amend the by-laws of the corporation, but any by-law adopted, altered or amended by the directors may be altered, amended or repealed by the stockholders.
- (3) The corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the board of directors subject to the by-laws.

(4) No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director, or officer or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

(5) Subject to the restrictions, if any, as are herein expressed and such further restrictions, if any as may be set forth in the by-laws (not attached), the board of directors of Ronald Weiner, P.A. shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

ARTICLE XII: RESERVATION OF RIGHTS

The directors of Ronald Weiner, P.A. reserve the right to amend, alter, change or repeal any provision herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, has hereunto set my hand and seal this 18th day of April, 1996, for the purpose of forming Ronald Weiner, P.A. under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of the State of Florida these articles of incorporation and certify that the facts herein stated are true.

Ronald Weiner
Ronald Weiner (Incorporator)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 607.0501 or 617.0501, 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 professional services corporation is:

Ronald Weiner, P.A.

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

SOKOLOFF & WEINSTEIN, P.A.
ATTORNEYS AT LAW
11440 Okeechobee Boulevard
Suite 215

Royal Palm Beach, Florida 33411
Attn: Elliot J. Sokoloff, Esq. or Seth T. Weinstein, Esq.

Having been named as registered agent and to accept service of process for 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 provision 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.



Elliot J. Sokoloff, Esq.

For: SOKOLOFF & WEINSTEIN, P.A.
ATTORNEYS AT LAW