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TRANSMITTAL LETTER

96 MAY 24 PM 3:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

RECEIVED 18 BUSINESS  
-05/24/96--01052--013  
\*\*\*122.50 \*\*\*122.50

SUBJECT: Richard L. Brown, P.A.  
(Proposed corporate name - must include suffix)

Professional Service Corporation for the  
provision of legal services, ~~attorney~~

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: Richard L. Brown  
Name (printed or typed)

7764 Harley St.  
Address

Orlando, FL 32819  
City, State & Zip

(407) 363-8077  
Daytime Telephone number

Richard L. Brown, Esq.  
7764 Harley St.  
Orlando, FL 32819

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

**ARTICLES OF INCORPORATION**

**OF**

**RICHARD L. BROWN, P.A.**

**FILED**

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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a professional service corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of professional service corporations.

**ARTICLE I - NAME**

The name of the professional service corporation shall be: **RICHARD L. BROWN, P.A.**

**ARTICLE II - MANAGEMENT BY SHAREHOLDERS**

All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this professional service corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the shareholders, from time to time, deem advisable, provided that any one or more of said offices may be held by the same person. The annual meeting of the professional service corporation shall be held on such date as is provided in the bylaws of the professional service corporation, which said Bylaws may be amended at any time in accordance with their provisions.

The incorporator shall manage the business of the professional service corporation until there are issued and outstanding shares of stock standing in the names of the shareholders of record.

**ARTICLE III - ACTION BY UNANIMOUS CONSENT**

The shareholders, by unanimous consent evidenced by a writing included among the minutes of the professional service corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

#### **ARTICLE IV - INITIAL OFFICERS**

Until the incorporator or shareholders elect officers and some have been duly qualified, the business of the professional service corporation shall be conducted by the following officers:

President/Treasurer/Secretary

Richard L. Brown

#### **ARTICLE V - DURATION**

The existence of this professional service corporation shall be perpetual.

#### **ARTICLE VI - PURPOSE**

This professional service corporation is organized for the purpose of providing professional legal services and to conduct such other business as a professional service corporation may engage in.

#### **ARTICLE VII - CAPITAL STOCK**

The maximum number of shares of stock which this professional service corporation is authorized to have outstanding at any time shall be 100 shares, each of the par value of One Dollar (\$1.00) all to be issued, fully paid, and exempt from assessment.

The capital stock of the professional service corporation may be paid for in property, labor, or services at a just valuation to be fixed by the incorporator, or by the shareholders at a meeting called for such purpose, or at the organizational meeting.

The capital stock of the professional service corporation may only be acquired by individuals who is members of the Florida Bar duly licensed or otherwise legally authorized to render legal professional services within the State of Florida.

#### **ARTICLE VIII - MINIMUM CAPITAL**

The amount of capital with which this professional service corporation may begin business shall be in the lump sum of not less than Five Hundred Dollars (\$500.00).

#### **ARTICLE IX -- PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this professional service corporation shall be located in 2910 Cardinal Drive, Vero Beach, FL 32963. This professional service corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its shareholders may from time to time authorize

#### **ARTICLE X - CORPORATE POWERS**

This professional service corporation shall have all of the corporate powers enumerated in the Florida General Corporation (Chapter 607) and such other power as it may possess as a matter of law, all without limitation, except to the extent, if any, that the Professional Service Corporation Act (Chapter 621) limits such powers.

#### **ARTICLE XI - INDEMNIFICATION**

This professional service corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permissible by law, including but not limited to indemnification for counsel fees.

#### **ARTICLE XII - INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent and the street address of the initial registered office of this corporation are: Richard L. Brown, 2910 Cardinal Drive, Vero Beach, FL 32963

#### **ARTICLE XII- AMENDMENT**

This professional service corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XIV - INCORPORATORS**

The names and addresses of the persons signing these Articles of Incorporation are:

**Richard L. Brown**

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 21<sup>st</sup> day  
of May, 1996.

 (SEAL)  
RICHARD L. BROWN

**STATE OF FLORIDA  
COUNTY OF ORANGE**

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly  
authorized to administer oaths and take acknowledgments, Richard L. Brown  
to me well known and know to me to be the individuals described in and who executed the  
foregoing, Articles of Incorporation, and they acknowledged before me that they executed the  
same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Orlando, Orange County, Florida this 21  
day of May, 1996.

  
NOTARY PUBLIC #

My Commission Expires:



HEI A VARGAS  
My Commission Expires  
Expires At: 7/2, 1998  
Bonded by F&B  
888-888-1588

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**REGISTERED AGENT'S ACCEPTANCE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated professional corporation, at the place designated in Paragraph XII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office

  
RICHARD L. BROWN