

P96000051039

Requestor's Name

Address

City/State/Zip Phone #

800001861548  
-06/13/96--01060--003  
Office Use ONLY 22.50 -122-50

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

1. Haller & Rice, P.A.  
(Corporation Name) (Document #)

Please Return the  
Certified Copies of the  
Articles of Incorporation  
to:

Ronald G. Rice Jr.  
5800 San Vicente St.  
Miami, Florida 33146

time \_\_\_\_\_

☐ Photocopy

☐ Certified Copy

☐ Certificate of Statg

**AMENDMENTS**

Amendment

NonProfit	Resignation of R.A., Officer/ Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUN 13 PM 1:30

FILED

**ARTICLES OF INCORPORATION  
OF  
HALLER & RICE, P.A.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract and legally authorized to practice the profession of law in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act and hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I NAME**

The name of this corporation is Haller & Rice, P.A.

**ARTICLE II PURPOSE AND NATURE OF BUSINESS**

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of law as a professional service corporation and to provide services incident thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.
3. The services of this Corporation which consist of the practice of law shall be carried out only through officers, employees and agents who are active members of the Florida Bar in good standing and licensed in Florida to render legal services.
4. To do everything necessary, proper or convenient for the accomplishment of any of the purpose herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of share of stock that the Corporation is authorized to have outstanding at any one time is 100 shares having a par value of \$1 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than any individual who is duly licensed to practice law in the State Florida and is an active member of the Florida Bar in good standing.

**ARTICLE IV. DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE V. ADDRESS AND AGENT**

The street address of the principal and initial registered office of the Corporation is 5800 San Vicente St., Miami, Florida 33146 and the name of its initial registered agent is Mr. Ronald G. Rice Jr. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

**ARTICLES VI. DIRECTORS**

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as Director of the Corporation unless the person is duly licensed to practice law and is an active member of the Florida Bar in good standing. The Directors shall be elected by shareholders of the Corporation. The names and street addresses of each person who is to serve as a member of the initial Board of Directors is as follows:

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TALLAHASSEE, FLORIDA

<b>NAME:</b>	<b>STREET ADDRESS</b>
Ronald G. Rice, Jr.	5800 San Vicente St., Miami, Florida
Charles E. Haller	572 Northeast 34th Street, Oakland Park, Florida

#### ARTICLE VII. SUBSCRIBERS

The names and addresses of the subscriber, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice law, are as follows:

<b>NAME:</b>	<b>STREET ADDRESS</b>
Ronald G. Rice, Jr.	5800 San Vicente St., Miami, Florida 33146
Charles E. Haller	572 Northeast 34th Street, Oakland Park, Florida 33334

#### ARTICLE VIII. RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a share holder of the Corporation under Florida law.

#### ARTICLE IX. DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

#### ARTICLE X.

Each director or officer, former director or officer of this Corporation and his legal representatives, shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him as a result of any action, suit, proceeding or claim in which he is made a part by reason of his being or having been such director or officer; and any person who, at the request of this Corporation, served as director or officer of another corporation in which this Corporation owned corporate stock, and his legal representative, shall in like manner be indemnified by this Corporation; provided, that in neither case shall the Corporation indemnify such director or officer with respect to any matters in which he shall be finally adjudged in any action, suit, or proceeding to have been liable for gross negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, or proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of gross negligence or misconduct; but, in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three persons appointed by the shareholders at a duly called special meeting or a regular meeting. In determining whether a director or officer was guilty of gross negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholders, as the case may be, may rely conclusively upon an opinion of independent counsel selected by such Board or committee. The right of indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

#### ARTICLE XI.

No holder of common share of this Corporation shall be entitled of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debenture,

or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debenture or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such term and for such consideration (so far as may be permitted by law) as the Board of Directors, in their absolute discretion, may deem advisable.

## ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 6th day of June, 1996.

Charles E. Haller  
Charles E. Haller

Ronald G. Rice, Jr.  
Ronald G. Rice, Jr.

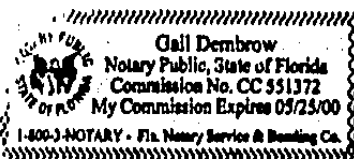
STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, personally appeared Charles E. Haller to me well known and known to me to be the person described in and who executed the foregoing and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 6th day of June,  
A. D. 1996, in the aforesaid county and State.

Gail Dembrow  
Notary Public

My Commission Expires:



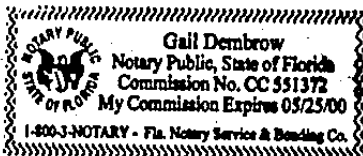
STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, personally appeared Ronald G. Rice, Jr. to me well known and known to me to be the person described in and who executed the foregoing and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 6th day of June,  
A. D. 1996, in the aforesaid county and State.

My Commission Expires:

Gail Dembrow  
Notary Public



### ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Ronald H. Rice Jr.  
Registered Agent for Haller & Rice, P.A.

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JUN 13 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA