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R. MICHAEL MCMILLAN, ESQUIRE

The Summit Building • 13575 58th St. N. Suite 115 • Clearwater, FL 34620 •

(813) 538-4139 • Fax: 538-4201

FILED

96 JUL 11 PM 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 8, 1996

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

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Dear Sirs/Ladies:

Enclosed please find two copies of the Articles of Incorporation of R. Michael McMillan, P.A., a Certificate Designating Place of Business or Domicil for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served, and a check made payable to the Secretary of State in the amount of \$131.25.

Please send the Certified copy of the Articles, the Certificate of Incorporation, and a Certificate of Status to:

R. Michael McMillan, Esq.
13575 58th St. N.
Suite 115
Clearwater, FL 34620-3721

If there are any questions, or problems please do not hesitate to contact me.

Very truly yours,



R. MICHAEL MCMILLAN

Enclosures

Handwritten initials and date: R/M 7/11/96

ARTICLES OF INCORPORATION
OF
R. MICHAEL MCMILLAN, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate myself for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607 of the Florida Business Corporation Act, and Section 621 of the Florida Professional Service Corporation Act, Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be **R. MICHAEL MCMILLAN, P.A.**

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is at 13575 58th Street North, Clearwater, Florida 34620.

ARTICLE III DURATION

The Corporation shall have perpetual existence.

ARTICLE IV PURPOSES

The general nature and purpose of business to be transacted, promoted and carried on by the Corporation are as follows:

- a. To engage in every aspect in the practice of law, and all its areas of specialization, as are engaged in by attorneys at law.

b. To engage and render the professional services involved only through its officers, agents, and employees who shall be lawyers in good standing and duly licensed or otherwise authorized within the State of Florida to render to the same professional service as this Corporation.

c. To invest its funds in real estate, mortgage, stocks, bonds, and other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE V CAPITAL STOCK

a. Authorized Shares. The total number of shares which this Corporation is authorized to have outstanding at any time shall be two hundred (200) shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payment in lawful money or property, labor, or services.

c. Shares of corporation's stock and certificates shall be issued only to lawyers in good standing and duly licensed otherwise legally authorized within the State of Florida to render the same professional services at this corporation.

ARTICLE VI COMMENCEMENT OF BUSINESS

The minimum amount of capital with which the Corporation will commence business is two hundred (\$200.00) dollars.

ARTICLE VII BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII INITIAL DIRECTORS

The name and address of the initial directors of this Corporation are:

R. Michael McMillan, Esquire
13575 58th St. N.
Clearwater, FL 34620

The persons named as the initial directors shall hold office for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as

Incorporator Is:

R. Michael McMillan, Esquire
13575 58th St. North
Clearwater, FL 34620

ARTICLE IX INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing setting for the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE X INFORMAL DIRECTOR ACTION

If all of the directors severally and or collectively consent in writing to any action taken or to be taken by the Corporation, and the writing evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as through it had been authorized at a meeting of the Board of Directors.

ARTICLE XI INDEMNIFICATION

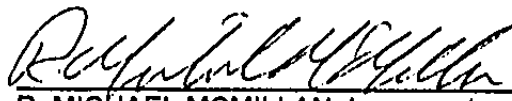
the Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII AMENDMENT OF BY-LAWS

The power to adopt, alter, amend, or repeal by-laws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in

compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Articles of Incorporation on this 8th day of July, 1996.



R. MICHAEL MCMILLAN, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was sworn (or affirmed) and subscribed before me this 8th day of July, 1996, by R. MICHAEL MCMILLAN, who is personally known to me or who has produced _____ as identification and who did not take an oath.



Notary Public -
Commission #
Expires -



TINA M SMITH
My Commission CC880374
Expires Apr. 24, 2000

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

FILED

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CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **R. MICHAEL MCMILLAN, P.A.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 13575 58 Street North, Clearwater, Florida 34620, Pinellas County, State of Florida, has named R. Michael McMillan, located at 13575 58th Street North, Clearwater, Florida 34620, Pinellas County, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



R. MICHAEL MCMILLAN
Registered Agent