

# P96000063429

MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.

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JACKSONVILLE, FLORIDA 32202

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JAMES L. ADE  
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MICHAEL E. GOURNEAU, JR.  
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SHARON ROBERTS HENDERSON  
BARBARA EMMETT JOHNSTON  
WILHELMINA F. KIGHTLINGER  
MYRA LOUGHMAN  
RALPH H. MARTIN  
ROBERT D. MICKLER  
JOHN D. MILTON, JR.  
DANIEL B. MUNN, JR.  
SCOTT D. SCHLUBBERG  
GARY L. WILKINSON  
L. PETER JOHNSON (1942-1988)

July 22, 1996

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Baker, Groover & Johnson, P.A.

To Whom It May Concern:

Enclosed please find an original and one copy of fully executed Articles of Incorporation of the above-referenced corporation along with our firm check in the amount of \$122.50 made payable to the Secretary of State, State of Florida in order to cover filing costs and a certified copy of the same.

Please forward the certified copy of the Articles of Incorporation to my attention at the above address.

If you should have any questions or concerns pertaining to this matter, please do not hesitate to contact me.

Sincerely,

*Phillip A. Delmont*  
Phillip A. Delmont

PAD/rrb  
Enclosures

FILED  
JUL 30 AM 9:45  
TALLAHASSEE, FLORIDA

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W-96-15683

1184-630-671

W 7-30-96



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

July 26, 1996

PHILLIP A. DELMONT  
P.O. BOX 59  
JACKSONVILLE, FL 32201

SUBJECT: BAKER, GROOVER & JOHNSON, P.A.  
Ref. Number: W96000015683

We have received your document for BAKER, GROOVER & JOHNSON, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

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 (904) 437-6052.

Ney A. Culligan  
Document Specialist

Letter Number: 196A00036040

ARTICLES OF INCORPORATION  
OF  
BAKER, GROOVER & JOHNSON, P.A.

FILED  
95 JUL 30 AM 9:44  
CLERK OF COURT  
JACKSONVILLE, FLORIDA

The undersigned, all of whom are duly licensed to practice law under the laws of the state of Florida, adopt these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621 Florida Statutes.

ARTICLE I.

NAME

The name of this professional service corporation is Baker, Groover & Johnson, P.A.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 24 N. Market Street, Jacksonville, Florida 32202.

ARTICLE III.

PURPOSE

This professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of common stock

with a par value of Ten Cents (\$.10) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation; provided, however, that no shares shall be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

#### ARTICLE V.

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 24 N. Market Street, Jacksonville, FL 32202 and the name of the initial registered agent of this corporation at that address is Judy L. Groover. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

#### ARTICLE VI.

##### INCORPORATORS

The names and addresses of the Incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gary Baker	24 N. Market Street Jacksonville, FL 32202
Judy L. Groover	24 N. Market Street Jacksonville, FL 32202
Sharon B. Johnson	24 N. Market Street Jacksonville, FL 32202

## ARTICLE VII.

### RESTRAINT ON ALIENATION OF SHARES


The shareholders of the corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, including any transfer upon the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of this professional service corporation.


## ARTICLE VII.


### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholder(s) may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles  
of Incorporation on this 15<sup>th</sup> day of July, 1996.

  
\_\_\_\_\_  
Gary Baker


  
\_\_\_\_\_  
Judy L. Groover

  
\_\_\_\_\_  
Sharon B. Johnson

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
BAKER, GROOVER & JOHNSON, P.A.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Baker, Groover & Johnson, P. A., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 24 N. Market Street, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 15<sup>th</sup> day of July, 1996.

  
Judy L. Groover  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUL 30 AM 9:45

FILED