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TRANSMITTAL LETTER

FILED

96 AUG 30 11:10:08

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

SUBJECT: COUGHLAN ASSOCIATES, P.A.  
(Proposed corporate name - must include suffix)

300001937013  
-08/30/96--01063--017  
\*\*\*131.25 \*\*\*131.25

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

EFFECTIVE DATE  
5-28-96

FROM: Devon G. Coughlan  
Name (printed or typed)

11380 Prosperity Farms Rd. Suite 102  
Address

Palm Beach Gardens, FL, 33410  
City, State & Zip

(561) 626-9800  
Daytime Telephone number

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

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ARTICLES OF INCORPORATION  
OF  
COUGHLAN ASSOCIATES, P.A.

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1996

The undersigned incorporator, for the purpose of forming a Professional Association under Chapters 621 and 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

Article I. Name.

The name of the Professional Association shall be: Coughlan Associates, P.A.

Article II. Address.

The principal place of business and mailing address of the Professional Association shall be: 11380 Prosperity Farms Rd., Suite 102, Palm Beach Gardens, FL 33410

Article III. Purpose.

The Professional Association shall be formed, pursuant to Chapter 621, Florida Statutes, for the purpose of practicing law pursuant to the requirements set by the State of Florida for the practice of said profession.

Article IV. Shares.

The Professional Association is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights, with each share entitling its holder to one vote. Holders of common shares shall be entitled to receive the net assets of the Professional Association upon dissolution. The Corporation is entitled to issue fifty (50) common shares. Such shares of the Corporation shall have a par value of one dollar (\$1.00) per share.

Article V. Initial Registered Agent and Street Address.

The street address of the initial Registered Office of the Professional Association is 11380 Prosperity Farms Rd., Suite 102, Palm Beach Gardens, FL 33410.

Article VI. Incorporators.

The name and address of the Incorporator to these Articles of Incorporation is: Devon Gerald Coughlan, 1470 Via Miguel, Jupiter, Florida, 33477.

Article VII. Amendment.

The Professional Association 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 VIII. Initial Board of Directors.

The number of Directors constituting the Board of Directors is one. The number of Directors may be increased or decreased in accordance with the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is as follows:

Devon Gerald Coughlan, 1470 Via Miguel, Jupiter, Florida, 33477.

Article IX. Indemnification.

The Professional Association shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850 and the provisions of Chapter 621, Florida Statutes.

Article X. Preemptive Rights.

The Professional Association elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

Article XI. Share Transfer Restrictions.

Shares of the Professional Association shall be issued to the following persons in the following amounts upon payment to the Corporation of the par value of each share of stock:

Shareholder	Number of Shares
Devon Gerald Coughlan, Esq. Florida Bar Number 0015776	50

Pursuant to Chapter 621, Florida Statutes, shares of the Professional Association may only be sold or transferred to individuals who are properly qualified to practice law under the laws of the State of Florida. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Professional Association or the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Professional Association as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

Article XII. Rights of Initial Directors.

The initial Directors shall have the right to be a Director of the Professional Association as long as that Director is a Shareholder of the Professional Association. By acquiring shares in this Professional Association, each Shareholder agrees to abide by this right and to elect the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Professional Association. This

Article may not be amended in any way without the written consent of the initial Director who is a Shareholder of the Professional Association at the time of the amendment.

Article XIII. Bylaws.

The power to adopt, alter, amend, and repeal the bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

Article XIV. Commencement of Corporate Existence.

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after that date, then corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22<sup>nd</sup> day of August, 1996.

Ernest J. Long Jr., Esq.  
Signature

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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 corporation is: COUGHLAN ASSOCIATES, P.A.

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

Devon G. Coughlan  
(NAME)

11380 Prosperity Farms Rd. Suite 102  
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Palm Beach Gardens, FL 33410  
(CITY/STATE/ZIP)

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

Devon G. Coughlan  
(SIGNATURE)

5/28/96  
(DATE)