

8120 Merganser Drive  
Ponte Vedra Beach, Florida 32082  
September 20, 1996

**96 0000 79540**

Department of  
P.O. Box 32  
Tallahassee, Florida 32314

100001954271  
-09/24/96--01038--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Judy M. Herrin, P.A.

Gentlemen:

I am enclosing herewith an original and one copy of Articles of Incorporation for the above-named Professional Services Corporation. I have also enclosed a check in the amount of \$ 122.50, which represents payment of the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
<b>Total</b>	<b>\$122.50</b>

96 SEP 23 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
**FILED**

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me at the address indicated above.

Your prompt attention to this matter would be greatly appreciated. If you have any questions or require additional information, please call me at (904) 285-5425.

Thank you for your assistance.

Sincerely,

*Judy M. Herrin*  
Judy M. Herrin

Encl.

*[Handwritten signature]*  
9/24

**ARTICLES OF INCORPORATION  
OF  
JUDY M. HERRIN, P.A.**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
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The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I**

**Name of Corporation, Principal Office and Mailing Address**

- (a) The name of this corporation shall be "Judy M. Herrin, P.A."
- (b) The principal office and the mailing address of this corporation shall be at 8120 Merganser Drive, Ponte Vedra Beach, Florida 32082.

**II**

**Purposes**

The general nature and purposes 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 fields of specialization as are engaged in by attorneys.
- (b) To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- (c) To invest its funds in real estate, mortgages, stocks, bonds and any 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 to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**III**

**Capital Stock**

- (a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.

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

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

**IV  
Duration**

The corporation shall have perpetual existence.

**V  
Registered Agent**

The address of this corporation's initial registered office is 8120 Merganser Drive, Ponte Vedra Beach, Florida 32082, and the name of its initial registered agent at said address is Judy M. Herrin.

**VI  
Incorporator**

The name and address of the Incorporator is:

Judy M. Herrin  
8120 Merganser Drive  
Ponte Vedra Beach, Florida 32082

**VII  
Board of Directors**

The corporation shall have a Board of Directors consisting on one person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than one. The name and address of the initial director of this corporation are:

Judy M. Herrin  
8120 Merganser Drive  
Ponte Vedra Beach, Florida 32082

**VIII  
Informal Shareholder Action**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth 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.

#### IX

#### Severance and Termination of Employment

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends.

#### X

#### Informal Director Action

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

#### XI

#### Indemnification

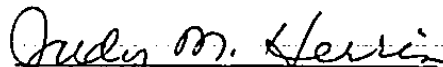
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### XII

#### By-Law Amendment

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors and shareholders, provided that any such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 20<sup>th</sup> day of September, 1996.

  
Judy M. Merrin, as Incorporator

Having been named as Registered Agent and to accept service of process for the above corporation at the place designated in the foregoing Articles of Incorporation, 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, as of this 20<sup>th</sup> day of September, 1996.

Judy M. Herrin  
Judy M. Herrin, as Registered Agent

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared Judy M. Herrin, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Ponte Vedra Beach, in the said County and State, this 20 day of September, 1996.

  
\_\_\_\_\_  
Notary Public, State of Florida  
(Notarial Seal)

My Commission Expires:



John M. Merrin  
MY COMMISSION & CREDENTIALS EXPIRES  
November 6, 1999  
BONDED THRU TRU FARM SERVICE CO.

96 SEP 23 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED