

P9600008921

BORDELON & TIDWELL  
ATTORNEYS AT LAW

John S. Bordelon, J.D., LL.M.\*  
Michael D. Tidwell, J.D.  
Matthew D. Bordelon, J.D.

October 25, 1996

2717 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561-3079  
Fax 904-934-1050  
Tel 904-934-1000

\*Also admitted in La

Florida Department of State  
Division Of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RECEIVED SECRETARY OF STATE  
10/29/96 10:10:43 AM  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: BORDELON & TIDWELL, P.A.

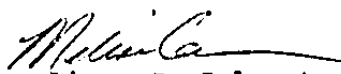
Dear Sir or Ma'am:

Enclosed is an original and one copy of the Articles of Incorporation for the above company name. Please file the original with the Secretary of State's office and return to us the file stamped copy.

I am also enclosing a check made payable to the Florida Department of State in the amount of \$70.00 for the filing fee and registered agent designation.

Thank you for your assistance with this matter. Should you have any questions or require any additional information, please advise.

Sincerely,

  
Melissa J. Calvert  
Legal Assistant to  
John S. Bordelon, Esq.

/mjc

Enclosures

FILED  
56 OCT 28 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10/29/96

ARTICLES OF INCORPORATION  
OF  
BORDELON & TIDWELL, P.A.

FILED

96 OCT 28 PM 1:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.  
NAME

The name of the corporation shall be BORDELON & TIDWELL, P.A.

ARTICLE II.  
DURATION

The duration of the corporation shall be perpetual.

ARTICLE III.  
PURPOSE

The corporation is organized for the following purposes:

(a) To engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

(b) To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through and under the supervision of officers, employees, and independent contractor associates, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE IV.  
CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED THOUSAND (500,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V.  
STOCK RESTRICTIONS

No transfer of any shares of stock of the corporation (other than by gift, by will, or by the laws of descent and distribution) shall be made on the books of the corporation, and no unregistered transfer of any legal or equitable interest in any such shares shall be made or be effective unless all the provisions of Florida

Statutes §621.09 and §621.11 and of this Article shall have been complied with. First the shares shall be offered in writing to the corporation and its stockholders for sale to them at a price fixed in such offer. The offer shall be delivered or mailed to the corporation. The corporation may, within ten days after the receipt of such written offer, purchase all or any part of such shares by mailing or delivering a written acceptance to that effect to the person making such offer. If the corporation shall accept such offer in whole or in part, it shall specify a settlement date not more than five days after the date of such acceptance for the delivery to it, against payment, of the certificates representing the shares so purchased. Such certificates shall be delivered duly endorsed for transfer with signature guarantee and with all required tax stamps affixed or with funds for payment of such taxes. If the corporation shall not purchase all such shares, the corporation shall on behalf of the registered owner promptly notify its stockholders in writing by mail or personal delivery that the balance of such shares is available for purchase by stockholders at the price specified in the offer. Each stockholder may elect to purchase all or any part of such shares by written acceptance to that effect received by the corporation within fifteen days after the date of mailing or delivery of such notification. If stockholders shall elect to purchase in the aggregate more shares than are available, the available shares shall be divided among the accepting stockholders in proportion to their registered ownership of shares of the corporation, rounding out fractions of shares, if any in favor of the smaller stockholders, and without allocating to any stockholder shares that he does not desire to purchase. Such apportionment shall be made by the president of the corporation and he shall fix the earliest practicable settlement date for the completion of the purchase of such shares and shall notify all interested persons of the apportionment and the settlement date by such means as he shall deem sufficient. Promptly after such settlement, or if no stockholders elect to purchase such shares than promptly after the expiration of the time for such election, the president shall determine whether all the provisions of this Article have been complied with, and if they have, he shall declare the unpurchased shares free shares and shall notify the registered owner of such determination. For a period of three months beginning on the first full business day following the date of such notification, the shares so declared to be free may be sold by the owner thereof to any person, whether or not a stockholder, at a price not less than the price at which the shares were offered to the corporation and its stockholders. After such three month period, such shares shall again become subject to the restrictions imposed by this Article. The president's decision regarding the apportionment among the stockholders, the settlement, and all matters relating to the interpretation of this Article shall be final. In the absence of the president, such decisions shall be made by a vice president. The stockholders have specified that this Article shall not be amended by the board of directors.

Every certificate representing shares that are restricted as to the sale, disposition or other transfer of the shares shall state that the shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall state that the corporation will furnish to any shareholder upon request and without charge a full statement of the restrictions.

**ARTICLE VI.**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The principal place of business and the mailing address of the corporation is 2717 Gulf Breeze Parkway, Gulf Breeze, Florida 32561. The street address of the initial registered office of the corporation is 2717 Gulf Breeze Parkway, Gulf Breeze, Florida 32561, and the initial registered agent at such address is John S. Bordelon.

**ARTICLE VII.**  
**INITIAL BOARD OF DIRECTORS**


The corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1), not more than five (5).

**ARTICLE VIII.**  
**INCORPORATOR**

The name and address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
John S. Bordelon	2717 Gulf Breeze Parkway Gulf Breeze, Florida 32561


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of October, 1996.

  
\_\_\_\_\_  
JOHN S. BORDELON

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept the service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 25th day of October, 1996.

  
JOHN S. BORDELON

**FILED**

96 OCT 28 PM 1:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000088921

**BORDELON & TIDWELL**  
ATTORNEYS AT LAW

John S. Bordelon, J.D., LL.M.\*  
Michael D. Tidwell, J.D.  
Matthew D. Bordelon, J.D.

June 11, 1997

2717 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561-3079  
Fax 904-934-1050  
Tel 904-934-1000

\*Also admitted in La

Florida Department of State  
Division Of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-06/13/97--01117--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: BORDELON & TIDWELL, P.A. name change to BORDELON &  
BORDELON P.A.  
Document No.: P96000088921

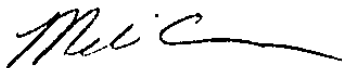
Dear Sir or Ma'am:

Enclosed is an original and one copy of the Articles of Amendment of Incorporation for the above company name. Please file the original with the Secretary of State's office and return to us the file stamped copy.

I am also enclosing a check made payable to the Florida Department of State in the amount of \$35.00 for the filing fee.

Thank you for your assistance with this matter. Should you have any questions or require any additional information, please advise.

Sincerely,

  
Melissa J. Calvert  
Legal Assistant to  
John S. Bordelon, Esq.

FILED STATE  
SECRETARY OF CORPORATIONS  
JUN 13 PM 3:39

/mjc

Enclosures

name change

Sp 6/20/97

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
BORDELON & TIDWELL, P.A.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 13 PM 3:39

To: Department of State  
Tallahassee, FL 32304

Pursuant to the provisions of Section 607.187 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

- 1) The name of the corporation is Bordelon & Tidwell, P.A.
- 2) The following amendments of the articles of incorporation were adopted by the shareholders of the corporation on June 11, 1997, in the manner prescribed by the Florida General Corporation Act:

ARTICLE I.

NAME

The name of the corporation shall be amended and restated as follows, to wit: The name of the corporation shall be BORDELON & BORDELON P.A.

- 3) The number of shares of the corporation outstanding at the time of such adoption was 10,000; and the number of shares entitled to vote thereon was 10,000.

- 4) The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>
<u>Common Stock</u>	<u>10,000</u>

- 5) The number of shares voted for such amendment was 10,000; and the number of shares voted against such amendment was none.
- 6) The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

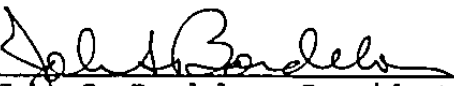
<u>CLASS</u>	<u>NUMBER OF SHARES VOTED</u>	
	<u>FOR</u>	<u>AGAINST</u>
<u>Common Stock</u>	<u>10,000</u>	<u>0</u>

- 7) The manner in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment is to be effected, is as follows: None.
- 8) The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: None.

Dated June 11, 1997.

BORDELON & BORDELON P.A.

BY:

  
John S. Bordelon, President



STATE OF FLORIDA  
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 11 day of June, 1997 by JOHN S. BORDELON as President of Bordelon & Bordelon, P.A. He is personally known to me.

Melissa Calvert  
Notary Public

Melissa Calvert  
(Notary Public - Printed Or Typed Name)



Commission Number & Commission Expiration Date: (SEAL)

BORDELON & BORDELON P.A.

BY: Matthew D. Bordelon  
Matthew D. Bordelon, Vice President

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 11 day of June, 1997 by MATTHEW D. BORDELON as Vice-President of Bordelon & Bordelon, P.A. He is personally known to me.

Melissa Calvert  
Notary Public

Melissa Calvert  
(Notary Public - Printed Or Typed Name)



Commission Number & Commission Expiration Date: (SEAL)