

P97000004267

TRANSMITTAL LETTER

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

FILED
97 JAN 10 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Forte & Corson, P.A.
(Proposed corporate name - must include suffix)

200002054222--9
-01/10/97--01080--005
*****70.00 *****70.00

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

FROM: Forte & Corson, P.A.
Name (Printed or typed)

P.O. Box 21654
Address

West Palm Beach, FL 33416
City, State & Zip

(561) 585-8851
Daytime Telephone number

415-97
TB

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

**ARTICLES OF INCORPORATION
OF
FORTE & CORSON, P.A.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under Chapter 607 of the State of Florida.

ARTICLE I

The name of Corporation is: Forte & Corson, P.A.

ARTICLE II

The mailing address of the corporation is: 322 Colonial Road
West Palm Beach, Florida 33405

ARTICLE III

Capital Stock

Section 1: Authorized Shares. The number of shares this corporation is authorized to issue at any one time is two hundred (200) shares of common stock with a par value of one dollar (\$1.00) per share.

Section 2: Voting Rights of Shareholders. Each holder of the common stock shall be entitled to one vote for each share of stock recorded in his name on the books of the Corporation. Cumulative voting shall not be permitted.

Section 3. Consideration for Shares. Shares without a par value shall be issued for such consideration as shall be fixed from time to time by the Board of Directors. The judgment of the Board of Directors as to the value of the consideration received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors such shares shall be deemed to be fully paid stock and shall be nonassessable.

Section 4. Preemptive Rights. The Corporation's shareholders have a preemptive right to purchase its shares. Therefore, the Corporation must offer to sell a prorata proportion of its stock or securities convertible into stock to its shareholders before selling or offering to sell any additional shares of its stock or any stocks, bonds, debentures, or other securities convertible into stock.

Section 5. Stock Transfer Restrictions. The Corporation shall have the right to impose restrictions on the transfer of all or any part of its shares prior to the issuance thereof and may become a party to agreements entered into by any of its shareholders restricting transfer or

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encumbrance of any of its shares or subjecting any of its shares to repurchase or resale obligations.

ARTICLE IV

The street address of the Registered Office of this Corporation in the State of Florida is:

322 Colonial Road
West Palm Beach, Florida 33405

Registered Agent of the Corporation at the Corporation's Registered Office is:

Anna P. Corson

ARTICLE V

Management

For the management of the business, for the conduct of the affairs of the Corporation, and for the further definition, limitation, and regulation of the powers of the Corporation, its directors and shareholders, it is further provided:

Section 1. Size of Board. This corporation shall have two directors 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 two.

Anna P. Corson, Director
322 Colonial Road
West Palm Beach, Florida 33405

Rita M. Forte, Director
6427 Travis Road
West Palm Beach, Florida 33406

Section 2. Powers of Board. The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation or as are appropriate to the management of the business and the conduct of the affairs of the Corporation, subject, nevertheless to the provisions of the laws of the State of Florida, of these Articles of Incorporation, and the Bylaws of the Corporation.

Section 3. Personal Liability. A. Except as otherwise provided by law a director shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director. Notwithstanding the immediately preceding sentence, nothing in this Section shall eliminate or limit the liability of a director of the corporation or its shareholder

for monetary damages for (i) any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) any transaction from which the director derived an improper personal benefit.

B. Except as otherwise provided by law, no officer or director shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such officer or director was personally involved in the situation given rise to the litigation or unless the officer or director committed a criminal offense. The protection afforded by this Section B shall not restrict other common law protections and rights that an officer or director may have or effect the elimination of personal liability of the director to the Corporation or to its shareholders for monetary damages for breach of fiduciary duties as a director under Section A.

ARTICLE VI

The objects and purposes for which the Corporation is organized and the nature of the business to be carried on by it are as follows:

1. To carry on the practice of accountancy and such other activities as made from time to time be specifically found by the Board to be activities suitable and proper to be performed by Certified Public Accountants in accordance with the standards of professional conduct promulgated in the State of Florida.
2. To impose restrictions upon the transfer of its own shares in compliance with limitations imposed by law and upon such terms as its Board of Directors may direct.
3. In general, to carry on any business or activity in connection with the conferred by the foregoing and to have and exercise all of the powers and the rights conferred by the laws of the State of Florida upon professional corporations formed under such laws.

ARTICLE VII

Shareholder Qualifications and Limitations

Section 1. Qualification of Shareholders. All shareholders of this Corporation shall be persons who must be certified public accountants or registered accountants in good standing in the State of Florida and shall at all times own their shares in their own right. They shall be individuals who, except for illness, accident, and time spent in the armed services, on vacations, and on leaves of absence not to exceed one (1) year, are actively engaged in the practice of accounting in the offices of the Corporation in Florida.

Section 2. Loss of Qualifications. Shareholders who cease to be or for any reason are ineligible to be, shareholders shall dispose of all of their shares forthwith, either to this corporation or to any person having the qualifications of a shareholder under this article.

Section 3. Qualifications of Officers and Directors. Notwithstanding anything to the contrary herein provided, all officers and directors shall be persons having the qualifications of a shareholder under this article.

Section 4. Agreement of Shareholders. The acquisition by a shareholder of stock in this Corporation signifies the shareholder's agreement to the provisions of Article VIII.

ARTICLE VIII

Limited Liability of Shareholders. All shareholders of this Corporation shall be, and said shareholders agree to be, jointly and severally liable for all acts, errors, and omissions of the employees of the Corporation with respect to performance of professional services only except during periods of time when either (i) each person who holds a certificate to practice public accounting as a Certified Public Accountant or as a Registered Accountant who is a shareholder or any employee of the Corporation, has a professional liability policy insuring himself and all other employees who act at his direction or (ii) this Corporation maintains in good standing professional liability insurance, which insurance shall meet the minimum standards set forth in the Florida Revised Statutes, as currently enacted and as subsequently amended.

ARTICLE IX

Amendments. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE X

Bylaws. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the Corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the Corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the Corporation.

ARTICLE XI

Duration. This Corporation shall commence existence on the date of the execution and acknowledgment of the Articles if permitted by law; if not then on the date of filing. This Corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE XII

The name and address of the person signing these Articles as subscriber/incorporator is:

Anna P. Corson
322 Colonial Road
West Palm Beach, Florida 33405

X X X X

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 6th day of January, 1997.



Rita M. Forte

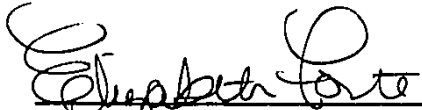


Anna P. Corson

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Rita M. Forte and Anna P. Corson, to me well known to be the persons described as the incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

Witness my hand and official seal in the County and State aforesaid this 7th day of January, 1997.



Notary Public, State of Florida at Large

My Commission Expires:




"OFFICIAL SEAL"
Elizabeth Forte
My Commission Expires 3/16/99
Commission #CO 445880

**Designation of Registered Agent
And
Acceptance of Designation**

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97 JAN 10 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

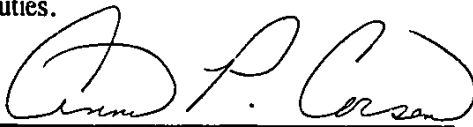
In compliance with Section 607.034, Florida Statutes, the following is submitted that Fort
Corson, P.A desiring to organize of qualify under the laws of the State of Florida, with its
registered office located at 322 Colonial Road, West Palm Beach, Florida 33405, has named
Anna P. Corson as its agent to accept service of process within Florida.



Anna P. Corson

Acknowledgment

Having been named to accept service of process for the above-stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.



Anna P. Corson