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HOWARD J. WIENER, P. A.

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HOWARD J. WIENER
BOARD CERTIFIED IN TAXATION
CORPORATION AND BUSINESS LAW

ADJUNCT PROFESSOR OF LAW
UNIVERSITY OF MIAMI SCHOOL OF LAW

January 27, 1997

SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

ATTN: VICKIE WHITFIELD

Re: Steven R. Woods, P.A.

VIA UPS NEXT DAY AIR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 30 AM 10:35

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***122.50 ***122.50

*effective
2/1/97*

Dear Ms. Whitfield:

Enclosed find an original and one copy of Articles of Incorporation of Steven R. Woods, P.A., together with a check in the amount of \$122.50, payable to the Secretary of State, in payment of the filing fee.

PURSUANT TO CHAPTER 607, SECTION 607.0203(1), FLORIDA STATUTES, THE EFFECTIVE DATE OF INCORPORATION SPECIFIED IN THE ARTICLES OF INCORPORATION AT ARTICLE XIV IS FEBRUARY 1, 1997.

Please receipt the copy of the Articles of Incorporation which is enclosed and return same to this office with the Certificate of Secretary of State.

Sincerely yours,

HOWARD J. WIENER, P.A.

By:

HOWARD J. WIENER, ESQUIRE

HJW/cm

Enclosures

cc: Steven R. Woods, Esq. (w/copy of Articles of Incorporation)

cm: C:\WPWIN60\WOODS.STV\SEC-STAT.LTR

ARTICLES OF INCORPORATION

OF

STEVEN R. WOODS, P.A.

ARTICLE I

Name

The name of the corporation is **STEVEN R. WOODS, P.A.**

ARTICLE II

Duration

This Corporation shall have perpetual existence.

ARTICLE III

Nature of Business

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a lawyer, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed lawyers in the State of Florida.

This corporation shall not engage in any business other than the practice of law. However, this corporation may invest funds in real estate, mortgages, stocks, bonds or any other type of investment, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in the Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the corporation, and in general either alone or in association with other corporations, partnerships, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objectives for which this corporation is formed, and to have all the powers conferred upon this corporation by the laws of the State of Florida or of any other state or country and not prohibited by the Professional Service Corporation Act.

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*effective
2-1-97*

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes, and shall be construed as powers as well as objects and purposes, all as permitted by law.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. The stockholders shall have no pre-emptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock. None of the shares of this corporation may be issued to anyone other than duly licensed lawyers in the State of Florida.

ARTICLE V

Initial Registered Office, Principal Office and Agent

The principal place of business of this Corporation is 224 Datura Street, Suite 1300, West Palm Beach, Florida 33401.

The street address of the initial registered office of this corporation is 249 Royal Palm Way, Suite 504, Palm Beach, Florida 33480. The initial registered agent shall be Howard J. Wiener, Esq., 249 Royal Palm Way, Suite 504, Palm Beach, Florida 33480.

ARTICLE VI

Initial Board of Directors and Officers

This Corporation shall have one (1) director 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). The name and address of the initial officer and director of this corporation is:

Steven R. Woods, Esq.
President, Secretary,
Treasurer and Director

224 Datura Street, Suite 1300
West Palm Beach, FL 33401

ARTICLE VII

Incorporator

The name and address of the person signing these Articles who is a licensed lawyer is:

Howard J. Wiener, Esq.
249 Royal Palm Way, Suite 504
Palm Beach, FL 33480

ARTICLE VIII

Powers

This Corporation shall have all of the corporate powers enumerated in the *Florida Business Corporation Act*.

ARTICLE IX

Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE X

Action by Directors Without a Meeting

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XI

Indemnification

This Corporation shall have the power, to the fullest extent permitted by the provisions of the *Florida Business Corporation Act*, as the same may be amended and supplemented, to indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity

and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XII

Amendment of Articles

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XIII

Bylaw Amendment

The bylaws may be adopted, altered, amended or repealed by either the shareholder(s) or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholder(s) if the shareholder(s) specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIV

Beginning of Corporate Existence

The date when corporate existence shall begin shall be February 1, 1997.

ARTICLE XV

Restraint on Alienation of Shares

The shareholders of this corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict any transferability of the outstanding shares by contract among the said shareholders by and between the shareholders and the corporation, provided that any such contract is filed with the Board of Directors of the corporation. The manner and form as well as relevant terms, conditions and details of any such regulatory or restrictive bylaws or contracts shall be determined

by the shareholders of this corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XVI

Additional Corporate Powers

In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Florida, and of the purposes, objects and powers hereinabove stated, the Corporation shall have all and singular the following additional powers:

1. This Corporation shall have the power to enter into, or become a partner in, any arrangement for the sharing of profits, union of interests, or cooperation, joint venture or otherwise with any person, firm or corporation to carry on any business or to make any investment which this Corporation has the direct or incidental authority to engage in.

2. This Corporation shall have the power to deny to the holders of the common stock of this Corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this Corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

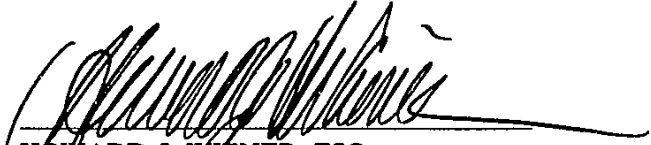
3. This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by such shareholder who should desire to sell, transfer, hypothecate or otherwise dispose of his or her shares, in accordance with the bylaws adopted by the shareholder(s) of this Corporation, setting forth the terms and conditions of such purchase; provided, however, that the capital of this Corporation is not thereby impaired.

4. This Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the bylaws adopted by the shareholder(s) of this Corporation, or by any contract with the shareholder(s), setting forth the terms and conditions of such purchase; provided, however, that the capital of this Corporation is not thereby be impaired.

This Corporation shall have the power to enter into, for the benefits of its employees, one or more of the following:

- A. A Pension Plan
- B. A Profit Sharing Plan
- C. A Thrift and Savings Plan
- D. Other retirement, death benefit or incentive compensation plan or plans.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of January, 1997.

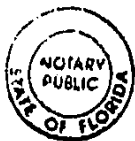

HOWARD J. WIENER, ESQ.

STATE OF FLORIDA


COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27th day of January, 1997, by HOWARD J. WIENER, ESQ. who is personally known to me or who has produced a Florida driver's license as identification, and who did not take an oath.

Notary Seal



PATRICIA ANN POLHEMUS
My Comm Exp. 5/27/98
Bonded By Service Ins
No. CC352473
☐ Personally Known ☒ Other I.D.


Notary Public, State of Florida
Patricia Ann Polhemus
Printed Name
5-27-98
Expiration Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE OF DESIGNATION

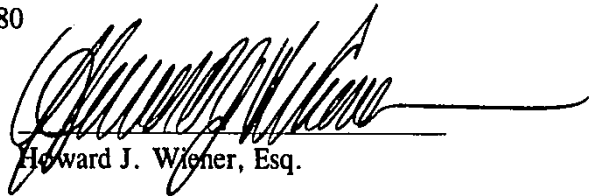
Registered Agent/Registered Office

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 STEVEN R. WOODS, P.A.
2. The name and address of the registered agent and office is:

HOWARD J. WIENER, ESQ.
249 Royal Palm Way, Suite 504
Palm Beach, FL 33480

Signature:

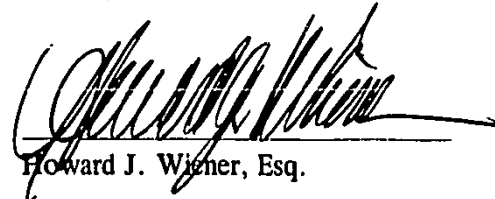

Howard J. Wiener, Esq.

Title: Registered Agent

Date: January 27, 1997

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.

Signature:


Howard J. Wiener, Esq.

Date: January 27, 1997