

P97000017110



ACCOUNT NO. : 072100000032

REFERENCE : 270032 163505A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : February 24, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 270032-005

CUSTOMER NO: 163505A

CUSTOMER: Ms. Katherine A. Brewer
LEE MAX ROTHMAN, P.A.

One Executive Court, Suite 134
2295 Corporate Boulevard, n. W.
Boca Raton, FL 33431

600002095046--9
-02/24/97--01018--011
****122.50 ****122.50

DOMESTIC FILING

NAME: FRANKY & ASSOCIATES
ARCHITECTS, AIA, P.A.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

K.R. FEB 24 1997

FILED
97 FEB 24 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 24 AM 10:40
TALLAHASSEE, FLORIDA

LAW OFFICES OF
LEE MAX ROTHMAN, P.A.

ONE EXECUTIVE COURT
2295 CORPORATE BOULEVARD, N. W.
SUITE 134

BOCA RATON, FLORIDA 33431

February 21, 1997

TELEPHONE
(561) 241-5500
FACSIMILE
(561) 241-5509

MEMBER OF FLORIDA
AND GEORGIA BAR

REAL PROPERTY LAW
TITLE INSURANCE
REAL ESTATE CLOSINGS
LANDLORD - TENANT LAW
CORPORATION AND BUSINESS LAW
WILLS, TRUSTS AND ESTATE PLANNING
ESTATE ADMINISTRATION AND PROBATE

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Incorporation of FRANKY & ASSOCIATES ARCHITECTS, AIA, P.A.

Ladies and Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. I have also enclosed a check in the amount of \$122.50 which represents the filing fee as follows:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Resident Agent Designation	<u>\$ 35.00</u>
Total	\$122.50

Please return the certified copy to the undersigned as soon as possible. Thank you very much for your cooperation in this matter.

Sincerely yours,



Katherine A. Brewer, CLA
Legal Assistant to
Lee Max Rothman, Esquire

Enclosure
cc: client

**ARTICLES OF INCORPORATION
OF
FRANKY & ASSOCIATES ARCHITECTS, AIA, P.A.**

The undersigned natural person, competent and licensed to practice architecture in the State of Florida, acting hereby as Incorporator, for the purpose of forming a Professional Service Corporation for profit under the provisions of Florida Business Corporation Act, §607 of the Florida Statutes and the Florida Professional Service Corporation Act, §621 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Professional Service Corporation is:

FRANKY & ASSOCIATES ARCHITECTS, AIA, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

Henry Franky

855 S. Federal Highway, #205B
Boca Raton, FL 33432

ARTICLE III - PURPOSE

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 architecture, and all its fields of specializations, as are engaged in by architects.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be architects 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.

FILED
97 FEB 24 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of Common Stock, for a nominal or par value of \$1.00 per share.

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

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

ARTICLE V - CORPORATE ELECTION

The corporation elects to be governed by the provisions of the Florida Professional Service Corporation and Limited Liability Company Act, §621, Florida Statutes.

ARTICLE VI - DURATION

The Corporation shall have perpetual existence.

ARTICLE VII - SEVERANCE AND TERMINATION

If any officer, director, stockholder, 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 continued rendering of such professional services, he 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 stockholder, purchase such stockholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every stockholder, upon sale for cash of any new stock in this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office and agent of this corporation is:

LEE MAX ROTHMAN, ESQUIRE
Law Offices of Lee Max Rothman
2295 Corporate Boulevard, N.W., Suite 130
Boca Raton, FL 33431

ARTICLE X - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, or by a resolution of the majority of the stockholders, but shall never be less than one (1). The names and addresses of the initial Director of this corporation are:

Henry Franky	855 S. Federal Highway, #205B Boca Raton, FL 33432
--------------	---

ARTICLE XI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Henry Franky	855 S. Federal Highway, #205B Boca Raton, FL 33432
--------------	---

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.


ARTICLE XIII - I.R.C. STOCK PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers of the Corporation to accomplish this compliance.

ARTICLE XIV - AMENDMENT

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 stockholders is subject to the same reservation, provided that 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, this 22 day of January, 1997.



Henry Franky, AIA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED**

In pursuance to Chapter 607, and Chapter 621 of the Florida Statutes, the following is submitted, in compliance with said Act.

That FRANKY & ASSOCIATES ARCHITECTS, AIA, P.A. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Boca Raton as its agents to accept service of process within this State.

1. The name of the Professional Service Corporation is:

FRANKY & ASSOCIATES ARCHITECTS, AIA, P.A.

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

LEE MAX ROTHMAN, ESQUIRE
Law Offices of Lee Max Rothman
2295 Corporate Boulevard, N.W., Suite 130
Boca Raton, FL 33431

ACKNOWLEDGMENT:

Having been named 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.

Dated: January 22, 1997.



LEE MAX ROTHMAN
Registered Agent

FILED
97 FEB 24 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA