

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED RECEIVED
97 MAR 28 AM 9:50 MAR 19 PM 1:45
TALLAHASSEE DIVISION OF CORPORATION

W97 6465

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY _____

WALK-IN Will Pick Up 3:00

RE: Richard C. Keene Attorney P.A.

C.C. FEE. DISBURSED

☒ Capital Express™
☒ Art. of Inc. File _____
☐ Corp. Record Search _____
☐ Ltd. Partnership File _____
☐ Foreign Corp. File _____
☒ () Cert. Copy(s) _____

☐ Art. of Amend. File _____
☐ Dissolution/Withdrawal _____
☐ C U S- _____
☐ Fictitious Name File _____

☐ Name Reservation ***122.50 ***122.50
☐ Annual Report/Reinstatement _____
☐ Reg. Agent Service _____
☐ Document Filing _____

☐ Corporate Kit 600002112295-3
☐ Vehicle Search 03/19/97-01100-015
***122.50 ***122.50
☐ Driving Record _____
☐ Document Retrieval _____

☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ File No.'s, _____ Copies
☐ Courier Service _____
☐ Shipping/Handling _____
☐ Phone () _____
☐ Top Priority _____
☐ Express Mail Prep. _____
☐ FAX () pgs. _____

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1997

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: RICHARD C. KEENE ATTORNEY, P.A.
Ref. Number: W97000006465

We have received your document for RICHARD C. KEENE ATTORNEY, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

You must list at least one incorporator with a complete business street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 297A00014007

RECEIVED
97 MAR 28 AM 8:44
DIVISION OF CORPORATION

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: RICHARD C. KEENE ATTORNEY, P.A.
Ref. Number: W870000006445

We have received your document for RICHARD C. KEENE ATTORNEY, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered

+ NEXT, - PREV, 1. MENU, 2. FILING
7. LIST, 8. NEXT FILING ON LIST, 9. PREV FILING ON LIST
ENTER SELECTION AND CR:

agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent. (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

You must list at least one incorporator with a complete business street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 497-6928.

Adres Lunt

+ NEXT, - PREV, 1. MENU, 2. FILING, 3. OFFICERS, 4. EVENTS, 5. NAMES
7. LIST, 8. NEXT FILING ON LIST, 9. PREV FILING ON LIST
ENTER SELECTION AND CR:
March 19, 1997

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: RICHARD C. KEENE ATTORNEY, P.A.
Ref. Number: W870000006445

Corrected

ARTICLES OF INCORPORATION

RICHARD C. KEENE,
ATTORNEY, P.A.

FILED

97 MAR 28 AM 9:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, desiring to form a professional service corporation in accordance with Chapters 607 and 621, Florida Statutes, for the practice of law, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

- 1.1 The name of the Corporation shall be: "Richard C. Keene, Attorney, P.A."
- 1.2 The Corporation may register to do business in another name, as permitted under Chapter 621, Florida Statutes, and Chapter 865, Florida Statutes.

ARTICLE TWO

PURPOSES

The purposes for which the Corporation is organized are as follows:

- 2.1 To engage in the specific business of the practice of law as a professional law corporation and to carry on such services incident thereto as a professional legal services corporation, as authorized or permitted by Chapters 607 and 621, Florida Statutes.
- 2.2 To engage generally in the business of a law corporation, as the same is now or hereafter defined authorized or permitted by statute, rule and regulation, and in connection therewith to own or lease real or personal property, to enter into contracts, and to transact any lawful business related thereto or in furtherance of these purposes.
- 2.3 To engage in such other business related or incidental to or useful in the practice of law.

- 2.4 The Corporation may elect, under Title 26 U.S. Code, Section 1362(a) and Chapter 220, Florida Statutes, to be taxed as a Subchapter S, tax pass-through corporation. Once elected, by unanimous shareholder vote, such status shall continue in force and effect unless and until vacated by similar unanimous shareholder vote. Execution and filing of these Articles shall constitute such initial election.

ARTICLE THREE

REGISTERED AGENT; PRINCIPAL OFFICE

- 3.1 The Resident Agent for the Corporation and Resident Office is and shall be:

Richard C. Keene
900 Third Street
Neptune Beach, Duval County, Florida 32266

- 3.2 The place in the State of Florida where the Corporation's principal office is to be located is:

900 Third Street, Neptune Beach, Duval County, Florida 32266.

ARTICLE FOUR

DIRECTORS

- 4.1 The initial number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the bylaws of the Corporation, but shall never be less than one (1) nor more than three (3).
- 4.2 Each of the directors of the Corporation shall be duly licensed or otherwise legally qualified in the State of Florida to render the professional service for which the Corporation is organized. In the event a director becomes disqualified to render such service in the State of Florida, he or she shall immediately cease to be a director on the effective date of such disqualification, and his or her office as director shall become vacant.
- 4.3 The name(s) and address(es) of the person(s) who is/are appointed to act as director(s) until the first annual meeting or until their successors are duly chosen and qualified is/are:

Richard Clinton Keene
Florida Bar No. 0793957

733 Bay Street
Neptune Beach, Florida 32266

- 4.4 Directors shall be elected at the annual meeting of shareholders. The term of office of each director shall be until the next annual meeting of shareholders and the election of his or her successor in office.
- 4.5 Any vacancy occurring in the board of directors by death, resignation, disqualification, or otherwise shall be filled by majority vote of the remaining directors at a special meeting which shall be called for that purpose within twenty-one (21) days after the vacancy occurs. The successor thus chosen shall hold office until the next succeeding annual meeting of shareholders and until a qualified successor has been elected.
- 4.6 The directors shall have control and management of the affairs and business of the Corporation. Subject to the limitations of these Articles of Incorporation, or any bylaws, and the provisions of Chapter 621, Florida Statutes, concerning corporate action or resolution that must be authorized or approved by the shareholders of the Corporation, all corporate powers shall be exercised by or under the authority of the board of directors.
- 4.7 The board of directors shall hold annual organizational meeting(s) immediately following each annual meeting of shareholders, without notice or call other than this provision. Special meetings of the board may be called by the president, vice president, or any director(s).
- 4.8 As a small business professional service corporation, all actions of the directors may be taken by unanimous written consent, without necessity for any formal meeting(s) or notice(s).

ARTICLE FIVE

STOCK; CAPITAL

- 5.1 There shall be but one (1) class of stock of the Corporation:
- Voting Common, with the preferences, conversion and other rights, voting powers, restrictions, and limitations as to dividends and qualifications as in this Article and in Article Six hereof.
- 5.2 The total number of shares of stock of all classes, and total stated capital, that the Corporation has authority to issue is:

100,000 shares of Voting Common Stock, having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00), divided into one hundred thousand (100,000) shares of par value of One Dollar (\$1.00) per share.

- 5.3 The maximum amount of stated capital which this Corporation shall be authorized to issue shall be One Hundred Thousand Dollars (\$100,000.00).
- 5.4 However, the amount of initial stated capital with which the Corporation shall begin business is One Thousand Dollars (\$1,000.00).

ARTICLE SIX

SHAREHOLDERS; LIMITS; VOTES

- 6.1 The Corporation shall be limited to no more than ten (10) shareholders, all or a majority of which shall also be employees of the Corporation, and all of whom must be licensed to practice law in the State of Florida.
- 6.2 Shares of stock in the Corporation may be sold or transferred only to: (a) the Corporation; (b) one or more stockholders in the Corporation, or (c) a person who is licensed to practice law in the State of Florida.
- 6.3 Any sale or transfer of shares of stock to a person who is not already a stockholder in the Corporation must be approved in advance by vote or written consent of not less than fifty-one percent (51%) of the stockholders or the holders of not less than fifty-one percent (51%) of the voting power as the case may be.
- 6.4 On the death or adjudication of incompetency of any stockholder, the stock owned by such stockholder shall cease to have voting rights or dividend rights and shall be redeemed or transferred as the board of directors may direct, in accordance with the following limitations:
 - (a) The Corporation shall have the right to redeem the stock at its book value within ninety (90) days after the death or adjudication. For this purpose "book value" is defined as the amount at which such stock is carried on the books of the Corporation on the basis of tangible assets and any undivided profits, but not including intangible assets or goodwill.
 - (b) If the Corporation does not exercise its redemption right within ninety (90) days after the death or adjudication, the stock may be transferred only to one or more of the other stockholders of the Corporation, or to a person licensed to practice law in the State of Florida.

- 6.5 As a small business professional service corporation, all actions of the shareholders including amendments to these Articles of Incorporation, may be taken by unanimous written consent, without necessity for any formal meeting(s) or notice(s) and without formal Board Resolutions.

ARTICLE SEVEN

DURATION

- 7.1 The duration of the corporation shall be perpetual, subject to death or disqualification of shareholder(s) as herein provided.

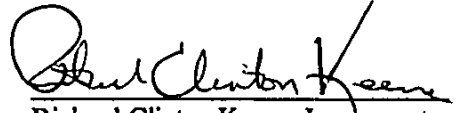
ARTICLE EIGHT

DEFINITIONAL PROVISIONS

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

- 8.1 If any officer, director, shareholder, agent, or employee of the Corporation, who has been rendering professional legal services to the public, becomes legally disqualified to render such services in the State of Florida, or any other state, or accepts employment that, pursuant to existing law, places restrictions or limitations upon the rendering of such services, he or she shall sever all employment with, and financial interest in, the Corporation.
- 8.2 Each stockholder in the Corporation, and each attorney employed by the Corporation, shall practice law subject to the authority and powers of the Supreme Court of the State of Florida to regulate such practice; and each such person shall at all times remain subject to reprimand or discipline for his or her conduct as an attorney.
- 8.3 No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any director of this Corporation individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and consented to in writing by both corporations.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on this 17th day of March, 1997.

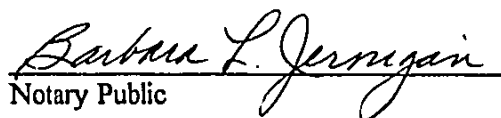

Richard Clinton Keene, Incorporator
Florida Bar No. 0793957
733 Bay Street
Neptune Beach, Florida 32266

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

FILED
97 MAR 28 AM 9:06
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY, That on this 17th day of MARCH, 1997, before me, the subscriber, a Notary Public of the State of Florida, personally appeared Richard Clinton Keene (X) known to me, or () satisfactorily proven by evidence to be the same that he executed the same, who for the purposes therein contained, and in my presence signed and sealed the same, under oath.

IN WITNESS WHEREOF, I hereunder set my hand and official seal.

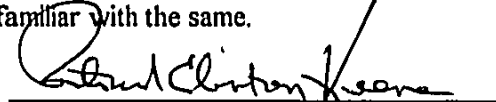

Notary Public

My commission expires:



ACCEPTANCE OF RESIDENT AGENT DESIGNATION

The undersigned, Richard Clinton Keene, hereby accept designation and responsibilities of Resident Agent of the aforesaid Corporation, being familiar with the same.


Richard Clinton Keene
Date: March 17, 1997