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ANTHONY J. BEISLER, P.  
ANTHONY J. BEISLER, III, P.A.\*  
WALTER E. BEISLER\*  
SHELLEY M. PUNANCY  
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FORT LAUDERDALE, FLORIDA 33305  
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\* BOARD CERTIFIED WORKERS  
COMPENSATION LAWYER

PLEASE REPLY TO:  
WEST PALM BEACH

March 26, 1997

CORPORATE RECORDS BUREAU  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

400002128874--7  
-03/31/97--01136--013  
\*\*\*\*122.50 \*\*\*\*122.50

RE: INCORPORATION OF WALTER E. BEISLER, P.A.

Gentlemen:

Enclosed herewith for filing are papers for the incorporation of WALTER E. BEISLER, P.A.

Please find a check for the necessary Charter Tax, filing fee, certified copy, reservation of name, and registration of Designated Resident Agent.

Your cooperation is appreciated. If there are any questions concerning any of this, please contact this office at (561) 659-7117 as we represent the incorporator.

Sincerely,



WALTER E. BEISLER

WEB:ep

Enc.

FILED  
97 MAR 31 PM 2:02  
TALLAHASSEE, FLORIDA

Done  
4/2/97

**ARTICLES OF INCORPORATION**

OF

**WALTER E. BEISLER P.A.**

97  
SECRET  
TALLAHASSEE, FLORIDA  
MAR 31 PM 2:03  
FILED

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and execute the following Articles of Incorporation for the purpose of forming a Corporation.

**ARTICLE I**

The name of the corporation shall be:

**WALTER E. BEISLER P.A.**

and its initial post office address and its principle office for the conduct of business is 250 Eighth Street, West Palm Beach, Florida, 33401.

**ARTICLE II**

The corporation is to exist perpetually unless sooner dissolved according to law.

**ARTICLE III**

The general purpose of the corporation is to conduct and engage in every aspect and phase of the business of rendering professional real estate services to the general public and to do all things in connection therewith that are customarily done by licensed real estate persons under the laws of the State of Florida and in accordance with Chapter 621, Florida Statutes.

"The Professional Services Corporation Act."

(a) To limit the liability of the shareholders of this corporation so that the personal liability of the shareholders of this corporation shall be no greater in any respect than that of a shareholder-employee of a corporation organized under Chapter 608, Florida Statutes.

(b) To invest the funds of the corporation in any type of investment and to own real and personal property necessary for the rendering of professional services.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof,

necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or the attainment of the objects of this corporation to such extent as a corporation organized under Chapter 621, Florida Statutes may now or hereafter lawfully do.

(d) To purchase and acquire at the option of the corporation any and all of its shares owned and held by any such shareholder as he/she should desire to sell, transfer or otherwise dispose of his/her shares in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided the capital of this corporation is not impaired.

(e) To purchase and acquire, at the option of the corporation, the shares owned and held by the shareholder who dies, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

(f) To enter into, at the option of the corporation, for the benefit of its employee(s), one or more of the following:

- 1) A pension plan;
- 2) A profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the profession;
- 3) A stock bonus plan;
- 4) A thrift and savings plan;
- 5) A restricted stock option plan, or
- 6) Other retirement or incentive compensation plans.

(g) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

#### ARTICLE IV

The corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value.

None of the shares of stock of this corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida. No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting in another person the authority to exercise the voting power of any or all of his/her shares. No shareholder of this corporation may sell or transfer his/her shares except to another individual who is eligible to be a shareholder of this corporation. Such sale or transfer may be made only after the same shall have been approved, at a shareholders meeting, specifically called for that purpose, but not less than a majority of the outstanding shares of stock at such shareholders meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares cannot be voted or counted for any purpose at said meeting.

If any shareholder becomes legally disqualified or is elected to a public office or accepts employment that places restrictions or limitations upon his/her rendering of such professional services, such shareholder's shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the shareholders.

#### ARTICLE V

Before any stock of this corporation is issued or before transfer of the stock of this corporation shall be registered upon the books of this corporation, as provided in the By-Laws of this corporation, each proposed shareholder shall negotiate and enter into a buy and sell agreement with all of the proposed and existing shareholders as the case may be, providing for the redemption or disposition of the stock in the event his interest in the corporation has terminated for any reason whatsoever. An executed copy of the Buy/Sell Agreement shall be filed with the Secretary of the Corporation and made a record with the corporation.

#### ARTICLE VI

The corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be increased or decreased hereafter and from

time to time as provided by the By-Laws. The name and address of the initial Board of Directors is as follows:

Walter E. Beisler  
250 Eighth Street  
West Palm Beach, Fl. 33401

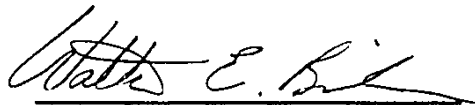
The name and address of the incorporator is as follows:

Walter E. Beisler  
250 Eighth Street  
West Palm Beach, Fl. 33401

#### ARTICLE VII

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

IN WITNESS WHEREOF, the undersigned has hereunto affixed his/her seal and subscribed his/her name on this 26<sup>th</sup> day of March, 1997.



WALTER E. BEISLER

State of Florida                     )  
                                              ) ss:  
County of Palm Beach            )

I HEREBY CERTIFY that on this day before me, the undersigned officer, personally appeared, WALTER E. BEISLER (who is/are personally known to me or who has/have produced N/A as identification, and he/she acknowledges that he/she is the person who signed the attached and foregoing 4 page instrument for the purposes stated therein.

WITNESS my hand and official seal in the County and State aforesaid on this

26<sup>th</sup> day of March, 1997.

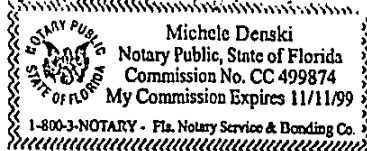
(Seal)

Michele Denski

Notary Public

Print Name Michele Denski

My Commission expires:



STATE OF FLORIDA  
OFFICE SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First-That WALTER E. BEISLER P.A.  
a coporation duly organized and existing under the laws of the  
State of FLORIDA with its principal office, as indicated  
in the articles of incorporation at City of WEST PALM BEACH  
County of PALM BEACH, State of FLORIDA  
has named WALTER E. BEISLER located at 250 Eighth Street, West Palm Beach, Fl. 33401  
(Street address and number of building, P.O. Box address not  
acceptable)  
City of West Palm Beach, County of Palm Beach,  
State of Florida, as its agent to accept service of process  
within this state.

OFFICERS:	AFFIX TITLES: NAME	SPECIFIC ADDRESS
<u>WALTER E. BEISLER</u>	<u>Pres., Sec. Trea.</u>	<u>250 Eighth Street</u> <u>West Palm Beach, Fl. 33401</u>
_____	_____	_____
_____	_____	_____

DIRECTORS: ( <del>XXXXXXXXXXXXXXXXXXXX</del> )	SPECIFIC ADDRESS
NAME	

<u>WALTER E. BEISLER</u>	<u>same as above</u>
_____	_____
_____	_____

By Walter E. Beisler  
(Corporate Officer)

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Walter E. Beisler  
(Resident Agent)

It is necessary to file this certificate within thirty days after filing Certificate of Incorporation, as to domestic Corporations and within thirty days after issuance of permit to foreign coporations; and thereafter when corporation has changed its place of business or agent or changed its officers and/or directors