

777000043468

SUTHERLAND & SUTHERLAND, P.A.

ATTORNEYS AT LAW  
SCHLITT PROFESSIONAL PLAZA  
321 TWENTY FIRST STREET  
VERO BEACH, FLORIDA 32960

PLEASE REPLY TO  
POST OFFICE BOX 100  
VERO BEACH, FLORIDA 32961

JOHN H. SUTHERLAND  
A. GLENN SUTHERLAND

FILED

97 MAY 16 AM 9:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(561) 567-5191  
FAX (561) 567-0401

May 14, 1997

VIA AIRBORNE EXPRESS

Attorneys Title Insurance Fund, Inc.  
Leon Branch  
660 East Jefferson Street  
Suite 200  
Tallahassee, FL 32301

Return to  
PLU ASAA

900002180629--5  
-05/16/97--01002--004  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE  
5.14.97

900002180629--5  
-05/16/97--01002--004  
\*\*\*\*122.50 \*\*\*\*122.50

In Re: Frank J. Schlitt, Jr., P.A.  
Our File No. 7078-97  
Member No. 1795

Gentlemen:

With reference to the proposed corporation referred to above, enclosed herewith are the original Articles of Incorporation and one copy for certification, which are to be filed with the Secretary of State, and returned to me in the enclosed self-addressed, stamped envelope.

Also enclosed is a check in the amount of \$122.50 in payment of the following fees:

Filing Fee .....	\$ 35.00
Resident Agent Fee .....	\$ 35.00
Certified Copy .....	\$ 52.50
Total .....	\$122.50

97 MAY 16 AM 8:22  
CORPORATION

After this has been filed, please fax me a copy of the Certificate of Incorporation.

Thank you in advance for your assistance. If you should have any questions, please do not hesitate to call.

Sincerely,

SUTHERLAND & SUTHERLAND, P.A.

*A. Glenn Sutherland and /s/*  
A. GLENN SUTHERLAND, ESQ.

AGS/bp  
Enclosures

FILED  
97 MAY 15 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
5.14.97

**ARTICLES OF INCORPORATION**

**OF**

**FRANK J. SCHLITT, JR., P.A.**

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the profession of accounting or perform the service of an accountant in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following Articles Of Incorporation for the corporation:

**ARTICLE I**

**Name**

The name of the corporation is: **FRANK J. SCHLITT, JR., P.A.**

**Address**

The corporations' principal office and mailing address is:  
925 25th Street, Vero Beach, FL 32960

**ARTICLE II**

**Purpose**

The purpose of the corporation is:

- a. To practice the profession of accounting or perform the service of or perform the service of accounting. The sole and exclusive professional service to be rendered by the corporation is accounting.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
- c. The professional services of this corporation shall be carried out only through officers,

e. The Florida Professional Service Corporation and Limited Liability Company Act does not preclude a professional service corporation from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investment, or from owning real or personal property necessary for the rendering of the professional services for which it was formed. See FS §621.08.

### **ARTICLE III**

#### **Capital Stock and Capitalization**

**Section 1:** The amount of authorized capital of this corporation shall be Ten Thousand (10,000) shares of common stock at One Dollar (\$1.00) per share valuation.

**Section 2:** The Capital Stock may be paid in property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose, or at the organization meeting. Property, labor or services may also be purchased or paid for with Capital Stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company at a meeting called for such purpose.

**Section 3:** The amount of capital with which the corporation will begin to practice the profession of accounting or perform accounting services is not less than \$10,000.00.

### **ARTICLE IV**

#### **Effective Date and Perpetual Duration**

The Effective Date for this corporation shall be the date on which these Articles of Incorporation are executed. This corporation shall have perpetual duration.

### **ARTICLE V**

#### **General Provisions**

**Section 1:** Quorum. It shall be always necessary to constitute a quorum at any stockholders or Board of Directors meeting. Quorum shall be owners of a majority of the stock entitled to vote being present in person or by proxy for purposes of

Section 2: Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Section 3: Limitations. The Board of Directors or a majority of the Stockholders shall have the power, after the first meeting of stockholders, to amend, alter or change, repeal or add to the By-Laws for the regulation of the business and conduct of the affairs of the corporation and to make provision governing the issuance of stock certificates to replace lost or destroyed stock certificates; always providing however, that all such By-Laws, rules and regulations as shall be made by the Stockholders or the Directors shall be subordinate only to these Articles of Incorporation, the Laws of the United States and the Laws of the State of Florida.

Section 4: No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is, or are interested in, or is a director or officer or are directors or officers of such other corporation and any director or directors individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested; and no contract, act, or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which

Board of Directors of the corporation may serve or at any time have served as Directors or Officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or as director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be judged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law agreement, vote of stockholders, or otherwise.

Section 6: Any Officer or Director of this corporation may be removed at any time either with or without cause upon the affirmative vote of the holders of a majority of the stock of the corporation at that time.

Section 7: Any Officer of this corporation may be removed at any time either with or without cause by a majority of the Board of Directors.

## ARTICLE VI

### Initial Registered Office of Agent

Section 1: The Street Address of the Initial Registered Office of this corporation is: 925 25th Street, Vero Beach, FL 32960, and the name of the Initial Registered Agent of this corporation at that address is: FRANK J. SCHLITT, JR.

State of Florida or in any or all the several States and Territories of the United States, including the District of Columbia, and in any or all foreign countries, and may have one or more offices in any of said places.

## ARTICLE VII

### Data Respecting Directors and Officers

Section 1: This corporation shall be managed by a Board of Directors, the number of which shall be determined by the By-Laws, but which number may not be less than one (1), nor more than nine (9). Directors need not be Stockholders.

Section 2: The names and post office address of the first Board of Directors, subject to the provisions of these Articles of Incorporation and the By-Laws of the corporation and the corporation laws of the State of Florida, who shall hold office for the first year of the corporation's existence (the number of Directors being set forth as one (1) until established otherwise or changed by the By-Laws, or until successors are elected and qualified) are as follows:

**FRANK J. SCHLITT, JR., 925 25th Street, Vero Beach, FL 32960**

Section 3: The Officers of said corporation shall be a President, Vice-President, Secretary, and Treasurer, and such other Officers and Agents as may be deemed necessary. The following persons shall serve as Officers for the corporation and shall hold office for the first year of existence of the corporation or until their successors are elected and qualified. Their names and addresses are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President/Treasurer/ Secretary	Frank J. Schlitt, Jr.	925 25th Street, Vero Beach, FL 32960

Section 4: The By-Laws may provide for such additional Officers as may be required from time to time by this corporation.

<u>NAME</u>	<u>ADDRESS</u>
Frank J. Schlitt, Jr.	925 25th Street, Vero Beach, FL 32960

**ARTICLE IX**

**Management of Corporation by Shareholders**

The Stockholders may adopt a resolution providing for the following: All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

**ARTICLE X**

**CORPORATE POWERS**

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 14 day of MAY, 1997.

  
\_\_\_\_\_  
FRANK J. SCHLITT, JR.

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

ACKNOWLEDGED BEFORE ME this 14<sup>th</sup> day of May, 1997 by  
FRANK J. SCHLITT, JR., who  is personally known to me or ( ) has produced his  
Florida Driver's License as identification.

  
\_\_\_\_\_  
Notary Public

WPPFILES\CORP\SCHLITFR. JR\ARTICLES. INC.  
FILE NO. 7078-97

Having been named to accept service of process for the above stated corporation,  
at place designated in this Articles of Incorporation, I hereby accept to act in this  
capacity, and agree to comply with the provisions of said Act of Chapter 48.091, Florida  
Statutes, relative to keeping open said office.

  
\_\_\_\_\_  
FRANK J. SCHLITT, JR.

FILED  
97 MAY 15 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA