

P97000044210

DARBY, PEELE, BOWDOIN & PAYNE

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.  
S. AUSTIN PEELE, P.A.  
W. RODERICK BOWDOIN, P.A.  
M. BLAIR PAYNE  
THOMAS J. KENNON, III  
TERESA BYRD MORGAN

ATTORNEYS AT LAW  
May 14, 1997

327 NORTH HERNANDO STREET  
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FEDERAL EXPRESS

Corporate Records Bureau  
Division of Corporations  
Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RECEIVED DATE  
5-14-97

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-05/15/97--01048--003  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed are original and photocopy of Articles of Incorporation of Teresa Byrd Morgan, P.A., a Florida corporation. Please file the original Articles of Incorporation, certify the copy and return it to us.

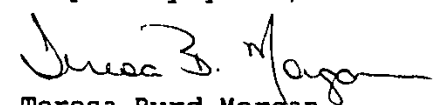
Also enclosed is my check in the sum of \$122.50 as payment for the following costs:

Filing fee	\$ 35.00
Fee for certified copy	52.50
Fee for designation of registered agent	<u>35.00</u>
Total	\$122.50

Since the registered agent for this corporation designated in the Articles of Incorporation has signed the same as an incorporator, we presume no separate certificate is required.

Thank you.

Very truly yours,



Teresa Byrd Morgan  
For the Firm

TBM/lss  
Enclosures

3H  
5/19/97

ARTICLES OF INCORPORATION  
OF  
TERESA BYRD MORGAN, P.A.

FILED  
97 MAY 15 PM 3:31  
TALLAHASSEE, FLORIDA

5-14-97

The undersigned incorporator hereby forms and organizes a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is TERESA BYRD MORGAN, P.A.

ARTICLE II - DURATION

The period of duration of the corporation is perpetual.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation is 302 East Duval Street, Lake City, Florida 32055, and the mailing address of the corporation is 302 East Duval Street, Lake City, Florida 32055.

ARTICLE IV - PURPOSE

The nature of the business to be transacted by this corporation, and its objects and purposes, shall be as follows:

- (a) To engage in every phase and aspect of the business and profession of rendering legal services to the public, and

in the general practice of law in the same manner in which an attorney at law duly licensed under the laws of the State of Florida is authorized to render, provided that such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to engage in the practice of law therein;

(b) To invest in real estate, mortgages, stocks, bonds, or any other type of investment;

(c) To own real and personal property necessary for the rendering of the above stated professional services;

(d) In general, to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, either now in effect or hereinafter enacted, and to do any and all things hereinabove otherwise specifically set forth to the same extent as a natural person might or could do to the extent permitted by law.

#### **ARTICLE V - CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share, fully paid and non-assessable.

Authorized capital stock may be paid for in cash, services, or

property, at a just value, but not less than par value, to be fixed by the Board of Directors of this corporation.

#### **ARTICLE VI - REGISTERED OFFICE AND AGENT**

The initial street address in Florida of the initial registered office of the corporation is 302 East Duval Street, Lake City, Florida 32055 , and the name of the initial registered agent of the corporation at such office is TERESA BYRD MORGAN. The registered agent, by signing these articles of incorporation, accepts appointment as such and certifies that she is familiar with and accepts the duties and responsibilities as registered agent for the corporation.

#### **ARTICLE VII - DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until

their successors shall have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
TERESA BYRD MORGAN	302 East Duval Street Lake City, Florida 32055

#### ARTICLE VIII - INCORPORATORS

The name and address of the initial incorporator who has executed these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
TERESA BYRD MORGAN	302 East Duval Street Lake City, Florida 32055

#### ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended, from time to time, in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE X - LIMITATIONS ON CORPORATE STOCK

The following limitations shall apply to the issuance,

ownership, and sale or transfer of the stock of this corporation:

(a) No one, other than a professional corporation or an individual who is duly licensed as an attorney at law under the laws of the State of Florida and legally authorized to rendered legal services to the public and engage in the general practice of law, may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any of all of his stock;

(b) If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in, this corporation;

(c) No shareholder of this corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of this corporation, and such sale or transfer may be made only after the same shall have been approved, at a shareholders' meeting

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specifically called for that purpose, by not less than a majority of the outstanding 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 may not be voted or counted for any purpose at said meeting;

(d) In the event there is now, or at any time in the future may be, more than one shareholder of this corporation before stock is issued to shareholders, each must have negotiated with the other shareholders of the corporation, a buy and sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation, is terminated for any reason. An executed copy of the buy and sell agreements, from time to time entered into between the shareholders and the shareholders and the corporation, shall be filed with the secretary of the corporation and made a part of the records of the corporation.

#### ARTICLE XI - COMMENCEMENT OF EXISTENCE

The corporation shall commence existence at 12:01 A.M. on May 14, 1997.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of May, 1997.


 (SEAL)  
TERESA BYRD MORGAN

STATE OF FLORIDA


COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 14th day of May, 1997, by TERESA BYRD MORGAN, who is personally known to me.

(NOTARIAL  
SEAL)

A circular notary seal for Janice E. Shannon, Notary Public, State of Florida. The seal contains the text "NOTARY PUBLIC" and "STATE OF FLORIDA".

JANICE E. SHANNON  
My Comm Exp. 12/01/98  
Bonded By Service Ins  
No. CC423958  
☒ Personally Known ☐ Not Known

A handwritten signature of Janice E. Shannon in cursive script.

Notary Public, State of Florida  
JANICE E. SHANNON  
(Print or Type Name)

My Commission Expires: 12/1/98