

PO70000062151

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Jacksonville, Florida 32256-0959  
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REPLY TO:  
P.O. Box 550587  
Jacksonville, Florida  
32255-0587

July 16, 1997

**EFFECTIVE DATE**  
7-16-97

New Filings Section  
Corporation Division  
Post Office Box 6327  
Tallahassee, Florida 32314

100002240311--6  
-07/17/97--01043--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Walker, Koegler & Dillingham, P.A.  
TFC, Inc.

Ladies and Gentlemen:

Enclosed herewith are the original Articles of Incorporation for the above two entities to be filed in your office. Also enclosed are two checks in the amount of \$70.00 to cover the following filing fees:

Filing fee	\$ 35.00 R
Registered Agent fee	<u>35.00</u>
Total	\$ 70.00

Please notice that the Articles of Walker, Koegler & Dillingham, P.A. provide for an effective date of July 16, 1997.

We have enclosed a photocopy of the Articles for you to stamp and return. If you have any questions regarding this matter, please call me.

Very truly yours,

WALKER & KOEGLER, P.A.

*Peggy Adolphson*

Peggy Adolphson  
Legal Assistant

pa  
Enclosures

FILED  
97 JUL 17 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc 7/17/97

EFFECTIVE DATE  
7-16-97

ARTICLES OF INCORPORATION  
OF  
WALKER, KOEGLER & DILLINGHAM, P.A.

FILED

97 JUL 17 PM 12: 42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator of these Articles of Incorporation, a natural person competent to contract, and a lawyer, licensed or otherwise legally authorized to render the services of a lawyer within the State of Florida, hereby acting as incorporator for the purpose of forming a Professional Service Corporation for profit by virtue of the provisions of Chapter 621, Florida Statutes, and Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation.

Article I.

Name.

The name of this Corporation shall be: Walker, Koegler & Dillingham, P.A.

Article II.

Purpose.

The general nature of business and the proposed objects and purposes to be transacted, promoted and carried on by the Corporation are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do under the laws of the State of Florida, viz.,

Section 1. To engage in every aspect of the practice of law and all its fields of specialization as are engaged in by lawyers in this State.

Section 2. To engage and render the professional service involved only through its officers, agents and employees who are lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

Section 3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

Section 4. To own real and personal property necessary for the rendering of the professional services hereby authorized.

Section 5. To engage in no other business other than the rendering of the professional services specified herein.

Article III.

Capital Stock.

Section 1. The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be Fifty Thousand (50,000) shares of Class A Voting Common Stock having a par value of One Cent (\$.01) per share and Fifty Thousand (50,000) shares of Class

B Non-Voting Common Stock having a par value of One Cent (\$.01) per share. All stock issued shall be fully paid and non-assessable.

Section 2. The Class A Voting Common Stock shall have the sole and exclusive voting privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than the par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

Section 3. The Class B Non-Voting Common Stock shall have no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the Class A Voting Common Stock. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of the debts of the Corporation, the holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and the Class A Voting Common Stock then issued and outstanding.

Section 4. The Shareholders, regardless of the class of stock held, shall have no preemptive rights with respect to the capital stock or securities of the Corporation of any class, and the Corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the Corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the Shareholders then holding shares of its capital stock.

Section 5. The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor or services which, in the judgment of the Board of Directors of this Corporation, shall be of the valuation equivalent to the value of the stock to be issued.

Section 6. Shares of the Corporation's stock and certificates therefor shall be issued only to lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

#### **Article IV.**

##### **Term of Existence.**

This Corporation shall have perpetual existence.

#### **Article V.**

##### **Address of Corporation.**

The principal place of business of this Corporation shall be 217 Ponte Vedra Park Drive, Ponte Vedra Beach, Florida 32082.

#### **Article VI.**

##### **Registered Office and Registered Agent.**

The initial registered office of this Corporation shall be located at 217 Ponte Vedra Park Drive, Ponte Vedra Beach, Florida 32082. The initial Registered Agent is James V. Walker.

#### **Article VII.**

##### **Informal Shareholder Action.**

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the Corporation as part of the corporate records.

#### **Article VIII.**

##### **Stock Transfer Agreements.**

Section 1. If all, or any, of the Shareholders or subscribers to stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them and if a copy of the agreement is filed with the Corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

Section 2. Provided, however, any such agreement shall be subject to the requirements of Florida Statute 621, and no Shareholder may sell or transfer any of such Shareholder's shares of stock in this Corporation except to another individual who is, under the provisions of Florida Statute 621, eligible to be a Shareholder of this Corporation.

#### **Article IX.**

##### **Directors.**

##### **Section 1. Selection and Replacement**

A. This Corporation shall have three Directors, initially. The number of Directors may be, as provided for by Bylaws adopted by the Shareholders, increased or decreased, but shall never be less than one Director.

B. In any election of Directors by the Shareholders, each Shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of Directors to be elected multiplied by the number of shares equals, or to distribute them on the same principal among as many candidates as he sees fit; provided, however, that notice shall be given by any Shareholder to the President, or a Vice President, of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of Directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of the Corporation.

C. Except as provided in Article XV, Section 2, any vacancy on the Board of Directors shall be filled by the Shareholders at a regular or special meeting called for that purpose. A Shareholder removed as a Director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

Section 2. Director Meetings. The presence of a majority of the Board shall be necessary at any meeting to constitute a quorum to transact business. No action shall be taken at a meeting of the Board except by unanimous vote of the members of the Board present at the meeting. In lieu of acting at a meeting, the Board may act without a meeting provided that written consent to the action in question is signed by all the Directors and filed with the minutes of the Board before or after the action in question is taken.

Section 3. Initial Directors. The name and post office address of the sole member of the first Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James V. Walker	217 Ponte Vedra Park Drive Ponte Vedra Beach, Florida 32082
Steven C. Koegler	217 Ponte Vedra Park Drive Ponte Vedra Beach, Florida 32082
Phillip I. Dillingham	217 Ponte Vedra Park Drive Ponte Vedra Beach, Florida 32082

#### **Article X.**

##### Interested Directors.

Section 1. No contract or other transaction between a Corporation and one or more of its Directors, or between a Corporation and any other corporation, firm, association or other entity in which one or more of its Directors are Directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors are present at the meeting of the board, as of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purpose.

A. If the fact of such common Directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction

by vote sufficient for such purpose without counting the vote or votes of such interested Director or Directors; or

B. If such common Directorship, officership or financial interest is disclosed or known to the Shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the Shareholders; or

C. If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the board, a committee or the Shareholders.

Section 2. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which approves such contract or transaction.

Section 3. The Board of Directors shall have authority to fix the compensation of Directors for services in any capacity.

#### Article XI.

##### Long-Term Employment Contract.

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or by-law provision for annual election shall be without prejudice to the contract rights, if any, of any executive officer under such contracts.

#### Article XII.

##### Director Reliance on Corporate Records.

A Director shall not be liable for dividends illegally declared, distributions illegally made to Shareholders, or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

#### Article XIII.

##### Subscriber.

The name and post office address of the Incorporator of these Articles of Incorporation is as follows:

##### NAME

James V. Walker

##### ADDRESS

217 Ponte Vedra Park Drive  
Ponte Vedra Beach, Florida 32082

#### Article XIV.

##### Severance and Termination of Employment.

If any officer, Directors, Shareholder, agent or employee of this Corporation who has been rendering the services of a lawyer to the public becomes legally disqualified to render such professional services with this state or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or

employment with and/or financial interest in this Corporation shall cease forthwith; subject, however, to the provisions of Article XV, dealing with "Amendments". Should any amendment be effected which changes the nature and purpose of this Corporation so that the restrictions of Florida Statute 621 do not apply, then the restriction of this Article XIV shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this Corporation, and shall have no financial interest in this Corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the Corporation.

#### **Article XV.**

##### **Amendments.**

**Section 1.** These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the Shareholders, and approved at a Shareholders' Meeting unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made. All rights conferred on Shareholders herein are granted subject to this reservation.

**Section 2.** In the event the ownership of shares of this Corporation shall be in any person, trust, Corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock contrary to Article VIII, or to law, the Board of Directors and Shareholder shall have the power to amend these Articles of Incorporation in the manner and method prescribed in Section 1 of this Article XV to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation so that this Corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No Shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible Shareholder under Florida Statutes 621; but he shall have no other voting right.

#### **Article XVI.**

##### **Rights of Shareholder Whose Interest Terminates Under Article XIV.**

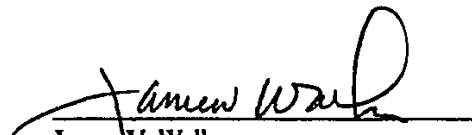
If any Shareholder of this Corporation be required to terminate his financial interest in this Corporation because of the application of Article XIV, or the application of Chapter 621, Florida Statutes and should these Articles not be amended as provided in Article XV, the financial interest of such Shareholder shall terminate immediately and automatically except to receive payment for such stock in this Corporation as may be owned by him, and any other amounts that are lawfully due and owing to him by the Corporation, and such shares of stock shall not be entitled to dividends, or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized or set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached, then by arbitration.



ARTICLE XVII.

The date that corporate existence shall begin shall be July 16, 1997. This election is pursuant to Florida Statute 607.0203.

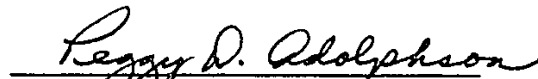
IN WITNESS WHEREOF, the undersigned, subscribing this 16 day of July, for the purpose of forming this Corporation under the laws of the State of Florida, does hereby make, subscribe, acknowledge and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein are true.

  
James V. Walker

STATE OF FLORIDA )

COUNTY OF DUVAL )

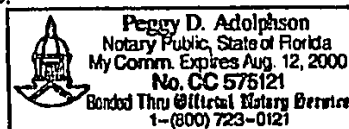
The foregoing Articles of Incorporation were acknowledged before me this 16<sup>th</sup> day of July, 1997, by James V. Walker, who ☒ is personally known to me or ☐ who has produced \_\_\_\_\_ as identification.



Notary Public, State of Florida at Large

Notary's Stamped or Printed Name:

My commission expires:





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

Walker, Koegler & Dillingham, P.A., desiring to organize under the Laws of the State of Florida, has named James V. Walker, 217 Ponte Vedra Park Drive, Ponte Vedra Beach, Florida 32082, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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 provisions of said Act relative to keeping open said office.

By:

  
James V. Walker, Registered Agent

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FILED  
97 JUL 17 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA