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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 497245 7134438

AUTHORIZATION

COST LIMIT : \$ 122.50

*Patricia Pigott*

ORDER DATE : August 14, 1997

ORDER TIME : 12:55 PM

ORDER NO. : 497245-005

CUSTOMER NO: 7134438

CUSTOMER: Robert R. Wheeler, Esq  
ROBERT R. WHEELER, P.A.

800002267698--7

2020 Southwest 43rd Place

Ocala, FL 34474

DOMESTIC FILING

NAME: ROBERT R. WHEELER, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED  
97 AUG 14 PM 3:29  
TALLAHASSEE, FLORIDA

RECEIVED  
97 AUG 14 PM 2:43

SN AUG 14 1997

ARTICLES OF INCORPORATION

FILED

97 AUG 14 PM 3:29

of

Robert R. Wheeler, P.A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME: The name of this Corporation shall be Robert R. Wheeler, P.A..

ARTICLE II

DURATION: This Corporation shall have a perpetual existence.

ARTICLE III

PURPOSE & NATURE OF BUSINESS: The nature of the business to be transacted, promoted and carried on by this Corporation is to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do, such as:

1. To transact and perform legal services and legal work to any and all persons, firms, corporations, and other entities, and to the general public in the State of Florida and all of its political subdivisions and in every jurisdiction and before all courts and public and administrative bodies and otherwise throughout the world unless prohibited by law.

2. To limit the liability of the shareholders of this Corporation so that the personal liability of the shareholder shall be no greater in any respect than that of a shareholder-employee of a Corporation organized under Chapter 607, Florida Statutes;

3. To invest funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of professional services;

4. 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 the Articles of Incorporation, or any amendments hereto, 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 purpose or objects of the

Corporation to such extent as a Corporation organized under Chapter 621, Florida Statutes may now or hereafter lawfully do.

5. To enter into, at the option of the Corporation, for the benefit of its employees, one or more of the following:

- a. a pension plan;
- b. a profit sharing plan,
- c. a stock bonus plan;
- d. a thrift and savings plan;
- e. a restricted stock option plan; or
- f. other retirement or incentive compensation plans.

6. To exercise all other lawful powers not inconsistent with the items specifically enumerated above, since none of them individually, or together, is or shall be deemed to be an exclusive recitation of the powers, purposes, and objectives of the Corporation.

#### ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which the Corporation shall have to issue is 5 shares of common stock, with par value of \$10.00 per share. The total number of authorized shares shall have an aggregate par value of \$50.00. Each share of authorized stock which is initially sold shall be fully paid for before the Corporation begins transaction of business.

#### ARTICLE V

REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the Corporation is Robert R. Wheeler, and the street address of the initial office of the Corporation is 2020 S.W. 43 Place, Ocala, Florida, 34474.

#### ARTICLE VI

PRINCIPAL OFFICE: The initial post office address of the principal office of this Corporation in the State of Florida shall be 2020 S.W. 43 Place, Ocala, Florida, 34474. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

#### ARTICLE VII

BOARD OF DIRECTORS: The management and control of the Corporation shall be vested in a Board of Directors of not less than one, nor more than three, members as provided by the By-Laws

of the Corporation adopted by the stockholders. The Board of Directors shall be elected by the stockholders of the Corporation at the regular meeting of those stockholders, by a plurality of the votes cast at such election.

The name and address of the first Director, who shall hold office until his successor is duly elected and qualified, is:

Robert R. Wheeler                      2020 S.W. 43rd Place,  
Ocala, Florida 34474.

#### ARTICLE VIII

**OFFICERS:** The Board of Directors, at its initial meeting on August 13, 1997, elected the following persons to hold the below-designated offices:

President/Secretary/Treasurer	Robert R. Wheeler 2020 S.W. 43 Place Ocala, Florida 34474.
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#### ARTICLE IX

**SUBSCRIBERS:** The names and addresses of each subscriber to these Articles of Incorporation, the number of shares which each agrees to take, and the aggregate value of said consideration being not less than, are as follows:

<u>Name and Address</u>	<u>No. of Shares</u>	<u>Consideration</u>
Robert R. Wheeler 2020 S.W. 43 Place Ocala, Fl 34474	5	\$50.00

#### ARTICLE X

**BY-LAWS:** This Corporation's Board of Directors is specifically authorized from time to time to adopt By-Laws, not inconsistent herewith, restraining the alienation of shares of stock of this Corporation and providing for the purchase or redemption by the corporation of such shares of stock, providing, however, such provisions dealing with the purchase or redemption by the Corporation of such shares of stock may not be invoked at a time or in a manner that would impair the capital of the Corporation.

#### ARTICLE XI

**INTERESTED OFFICERS AND DIRECTORS INDEMNIFICATION:** No contract or other transaction between this Corporation and any other corporation, in the absence of fraud, 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 corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such 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, firms or corporations, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this Corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or Corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability, except for fraud, that might otherwise exist from this contracting with this corporation in which he may be in any way interested. Any director of this Corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation. Any person made a party to any action, suit or proceeding relating to the performance by him of his duties as a director, officer or employee of this corporation shall be indemnified by the corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for willful misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other right to which such director, officer or employee may be entitled by law.

#### ARTICLE XII

AMENDMENTS: The power to amend these articles shall be held exclusively by the stockholders. Any amendment hereto shall require a majority vote of all outstanding stock.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation this 13th day of August, 1997.



Robert R. Wheeler, Esq.

#### CONSENT AND ACCEPTANCE OF REGISTERED AGENT

IN WITNESS WHEREOF, the undersigned registered agent hereby accepts such designation, as registered agent for the Corporation, Robert R. Wheeler, P.A., on this 13th day of August, 1997.

WITNESSES:

Sam J. Wagner

Robert R. Wheeler  
Robert R. Wheeler  
President  
Registered Agent

Larry Bensen

FILED  
97 AUG 14 PM 3:29  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF MARION

BEFORE ME, a Notary Public, in and for the State of Florida, personally appeared ROBERT R. WHEELER, Esq., known to me to be the person who signed the foregoing Articles of Incorporation and severally acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned and who is personally known to me or who had produced his Florida driver's license, and who did not take an oath.

WITNESS my signature and official seal this 13 day of August, in the County of Marion, and the State of Florida.



Sharon A. George  
NOTARY PUBLIC,  
State of Florida

Print Name: SHARON A. GEORGE

My Commission Expires: 12-7-99