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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/05/97--01026--005
*****78.75 *****78.75

SUBJECT: KEVIN E. FARRIS, P.A.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Kevin E. Farris
Name (printed or typed)

361 57th Street North
Address

St. Petersburg, FL 33710
City, State & Zip Code

(813) 302-9013
Daytime Telephone Number

SEP 8

BSB

FILED
97 SEP -5 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED

97 SEP -5 PM 3:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, each of whom is licensed or otherwise legally authorized to practice law in the State of Florida, with the intention of forming a professional corporation in accordance with the Florida Professional Corporation and Limited Liability Company Act, and adopt the following Articles of Incorporation for the corporation:

ARTICLE I - NAME

The name of the corporation shall be:

KEVIN E. FARRIS, P.A.

ARTICLE II - PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The principal place of business and mailing address of the corporation shall be:

361 57th Street North
St. Petersburg, Florida 33710

The name of the initial registered agent of the corporation, located at that office is:

KEVIN E. FARRIS

ARTICLE III - DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV - PURPOSE: LAW PRACTICE

This incorporation is organized for the following purposes:

a. To engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment of or furtherance of the purposes or objects of the corporation.

The professional services of this corporation shall be carried out only through the officers, employees, and agents, each of whom has been admitted to the practice of law in the State of Florida.

The purpose for which a corporation is organized must be lawful. FS § 607.0202(2)(b)1.

The Florida Professional 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 property necessary for the rendering of the professional service for which it was formed. See FS § 601.08.

ARTICLE V - CAPITAL STOCK

The number of shares of stock the that this corporation is authorized to have outstanding at any one time is:

1000 Shares - Common Stock - No par value

ARTICLE VI - CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of laws not less than \$500.00.

ARTICLE VII - CORPORATE POWERS

The corporation shall have the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida, including, but not limited to, the following:

- a. To have a perpetual succession by its corporate name;
- b. To sue and be sued, complain, defend in its corporate name in all actions or proceedings;
- c. To have a corporate seal, which may be altered at pleasure, and to use same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- d. To purchase, take, receive, lease, or otherwise acquire, own, or hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated;
- e. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- f. To lend money and to use its credit to assist its officers and employees to the full extent permitted by law;
- g. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal with, shares or other interests in, obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other governmental state, territory, governmental district, or municipality or any instrumentality thereof;

h. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any or all of its property, franchises, and income;

i. To lend money for its corporate purpose, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

j. To conduct its business, carry on its operations, and have offices and exercise the powers granted by The Florida Professional Corporation and Limited Liability Company Act within or without the State of Florida;

k. To elect or appoint officers and agents for the corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

l. To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for administration and regulation of the affairs of the Corporation;

m. To make donations for the public welfare or for charitable, scientific or educational purposes;

n. To transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of the governmental policy and be consistent with the corporate purpose;

o. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees any or all of the directors, officers, and employees of any subsidiaries it may have;

p. To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

q. To have and exercise all powers necessary or convenient to its purposes.

ARTICLE VIII - INCORPORATORS

The name and street address of the incorporator of these Articles of Incorporation are:

Kevin E. Farris
361 57th Street N.
St. Petersburg, FL 33710

ARTICLE IX - DIRECTORS

The corporation is to be managed by the Board of Directors. The number of directors constituting the initial board directors is one, and the name and address of the initial director is:

KEVIN E. FARRIS
361 57th Street North
St. Petersburg, FL 33710

President
Secretary
Treasurer

The initial Directors shall hold office until their successors are elected and qualified as provided by the bylaws. Then the term of office of each director shall be one year, and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

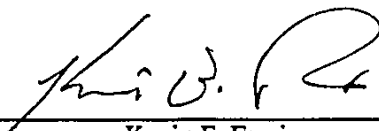
ARTICLE X - BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 365 days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI - DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 2nd day of September, 1997.



Kevin E. Farris

Notarization is not required

[Note: affixing an officer title after a signature of an incorporator does not constitute the designation of officers.]

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.051, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: KEVIN E. FARRIS. P.A.

2. The name and address of the registered agent and office is:

Kevin E. Farris
(Name)

361 57th Street North
(P.O. Box or Mail Drop Box **NOT** acceptable)

St. Petersburg, FL 33710
(City/State/Zip)

FILED
97 SEP -5 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

9/2/97
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314