

P97000081516

PEEK, COBB, EDWARDS & ASHTON

PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS AT LAW  
1301 RIVERPLACE BOULEVARD, SUITE 1609  
JACKSONVILLE, FLORIDA 32207  
TELECOPY 904 / 399-1615

FRANK A. ASHTON  
JAMES E. COBB  
THOMAS S. EDWARDS, JR.  
DAVID H. PEEK  
EUGENE G. PEEK III  
WILLIAM J. SCOTT  
SARAH HELENE SHARP

JACKSONVILLE 904 / 399-1609  
OCALA 904 / 867-1609  
PONTE VEDRA BEACH 904 / 280-1609

September 16, 1997

BY FEDERAL EXPRESS  
Fedex Tracking Number 800928984360

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Hermelee, Stieglitz & Sharp, P.A.

100002295661--8  
-09/17/97--01077--006  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Incorporation of for the above-captioned corporation. Also enclosed is check number 602698135 for \$122.50 for the following fees:

Filing Fees	35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total Fees	\$ 122.50

Please file the original Articles of Incorporation and forward a certified copy of same to our office.

Very truly yours,

Sarah Helene Sharp

SHS/  
79479.1

630-  
W97-21554

Sarah Sharp, G.E.  
AUTHORIZATION BY PHONE TO  
CORRECT P.A. Purpose  
DATE 9/19/97  
DOC. EXAM [Signature]

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 17 PM 1:46

9/19/97



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 19, 1997

PEEK, COBB, EDWARDS, ET. AL.  
ATTN: SARAH HELENE SHARP  
1301 RIVERPLACE BLVD. #1609  
JACKSONVILLE, FL 32207

SUBJECT: HERMELEE, STIEGLITZ & SHARP, P.A.  
Ref. Number: W97000021554

We have received your document for HERMELEE, STIEGLITZ & SHARP, P.A..  
However, the document has not been filed and is being returned for the following:

The specific nature of business of the professional association must be stated in  
the document.

Please return the original and one copy of your document, along with a copy of  
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call  
(850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 297A00046517

EFFECTIVE DATE

9/16/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 SEP 17 PM 1:46

**ARTICLES OF INCORPORATION**

**OF**

**HERMELEE, STIEGLITZ & SHARP, P.A.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME AND PLACE OF BUSINESS**

Section 1.1 Name and Place of Business. The name of this corporation is Hermelee, Stieglitz & Sharp, P.A., with its principal place of business at 200 North Laura Street, Jacksonville, Florida 32202.

**ARTICLE II**

**DURATION**

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**

**PURPOSES**

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida. To Practice Law.

**ARTICLE IV**

**CAPITAL STOCK**

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$1 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Pre-emptive Rights. Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within sixty days of receiving notice in writing from the corporation, stating the prices, terms and conditions of the new issue of shares, and inviting the shareholder to exercise his or her pre-emptive rights. This right may also be waived by written waiver submitted by the shareholder to the corporation within sixty days of receiving said notice from the corporation.

Section 4.4 Issuance of Stock. No capital stock of this corporation shall be issued without either the unanimous written consent of the members of the board of directors or the written consent of the holders of not less than 51% of all issued shares of capital stock of the corporation, with such consent stating the price and terms to be paid for such stock.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Sarah Helene Sharp.

## ARTICLE VI

### DIRECTORS

Section 6.1 Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time as provided by the bylaws, but shall never be less than one, or more than ten.

Section 6.2 Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Sarah Helene Sharp	1301 Riverplace Blvd., Ste. 1609 Jacksonville, Florida 32207
Bruce G. Hermelee	200 South Biscayne Blvd., Ste. 4920 Miami, Florida 33131

Section 6.3 Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

Section 6.4 Compensation. The directors shall be entitled to such compensation as is agreed to by the unanimous written consent of the members of the board of directors.

## ARTICLE VII

### BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Subsequently, bylaws shall be adopted, altered, amended or repealed from time to time only upon either the unanimous written consent of the members of the board of directors or the written consent of the holders of not less than 51% of all issued shares of capital stock of the corporation.

## ARTICLE VIII

### INCORPORATION

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

Name

Sarah Helene Sharp

Address

1301 Riverplace Boulevard, Ste. 1609  
Jacksonville, Florida 32207

IN WITNESS WHEREOF, the incorporator has executed these Articles the  
16th day of September, 1997.

  
\_\_\_\_\_  
SARAH HELENE SHARP

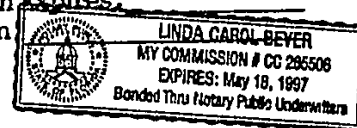
STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of September, 1997, by SARAH HELENE SHARP, who is personally known to me or has produced the identification referenced below and who did not take an oath.

*Linda Carol Beyer*

Print: Linda Carol Beyer  
Notary Public, State and County  
Aforesaid.

My Commission Expires:  
Identification



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 17 PH 1:46

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



SARAH HELENE SHARP

Dated: SEPTEMBER 16, 1997.

articles.hss