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ORDER DATE : October 14, 1997

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ORDER NO. : 564139-005

CUSTOMER NO: 4724134

CUSTOMER: Ms. Penny Felger
RONALD W. BLACK, ESQ

106 South Lake Avenue

Orlando, FL 32801

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97 OCT 14 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SHEAFFER AND 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: Deborah Schroder

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATION

SN OCT 14 1997

**ARTICLES OF INCORPORATION
OF
SHEAFFER AND WHEELER, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, who are licensed or otherwise legally authorized to practice law in the State of Florida, hereby intend to form a professional corporation in accordance with the Florida Professional Service Corporation Act and hereby adopt the following Articles of Incorporation for such corporation.

Article I - Name

The name of this corporation is **SHEAFFER AND WHEELER, P.A.**

Article II - Duration

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

Article III - Purpose

This purposes for which this corporation is formed are:

- A. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. 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 or furtherance of the purposes of objects of this corporation.

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

Article IV - Capital Stock

The number of shares of capital stock which the corporation shall be authorized to issue is shall be One thousand (1,000.) shares. Such shares shall be of a single class of common stock and shall have a par value of ONE and no/100 (\$1.00) DOLLAR per share.

Article V - Capitalization

The amount of capital with which the corporation will begin to practice the profession of law is not less than TEN THOUSAND and no/100 (\$10,000.00) DOLLARS.

Article VI - Principal Office

The address of the corporation's principal office is 609 East Central Boulevard, Orlando, Florida 32801. The name of the initial registered agent of the corporation located at such office is **WILLIAM J. SHEAFFER**.

Article VII - Corporate Powers

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida, including, but not limited to, engaging in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Professional Services Corporation Act.

Article VIII - Subscribers

The name and address of each person signing these Articles of Incorporation as a subscriber are:

<u>Name:</u>	<u>Address:</u>
William J. Sheaffer	609 East Central Boulevard Orlando, Florida 32801
Dolores V. Wheeler	609 East Central Boulevard Orlando, Florida 32801

Article IX - Directors

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two (2), and the name and address of the initial directors are:

Name

Address:

William J. Sheaffer

**609 East Central Boulevard
Orlando, Florida 32801**

Dolores V. Wheeler

**609 East Central Boulevard
Orlando, Florida 32801**

The initial directors shall hold office until their successor(s) are elected and qualify as provided in the By-Laws. Thereafter, the term of office of each director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a By-Law duly adopted by the shareholders.

Article X - By-Laws

The initial directors shall submit the proposed By-Laws to the shareholders at a meeting to be held for that purpose not more than thirty (30) business days following the issuance of the Certificate of Incorporation. Following the adoption of By-Laws by the affirmative vote of all of the shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such By-Laws.

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 (2/3) of the outstanding shares of the corporation entitled to vote thereon. 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 numbers of shares held by such shareholder.

Article XII - Indemnification

The corporation shall indemnify any incorporator, officer, or director, or any former incorporator, officer, or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10th day of October, A.D. 1997.


William J. Sheaffer


Dolores V. Wheeler

**STATE OF FLORIDA
DEPARTMENT OF STATE**

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

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

SHEAFFER AND WHEELER, P.A., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at **609 East Central Boulevard, Orlando, Florida 32801**, has named **WILLIAM J. SHEAFFER, 609 East Central Boulevard, Orlando, Florida 32801**, as its agent to accept service of process within this State.

ACCEPTANCE

I agree as Resident Agent to accept service of process, to keep the office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office, as required by law.


William J. Sheaffer
Resident Agent

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