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R. SPENCER RHODES  
ATTORNEY AT LAW

126 EAST JEFFERSON STREET  
ORLANDO, FLORIDA 32801

(407) 843-4310  
(800) 433-8149 (FL)  
(407) 649-3038 (FAX)

TRANSMITTAL LETTER

October 16, 1997

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

600002324146--0  
-10/20/97--01087--018  
\*\*\*131.25 \*\*\*131.25

SUBJECT: R. Spencer Rhodes, P.A.

Enclosed is an original and one(1) copy of the Articles of Incorporation, Certificate of Designation of Registered Agent, ~~and~~ ~~and~~ 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

FROM:

R. Spencer Rhodes  
126 E. Jefferson St.  
Orlando, FL 32801  
(407) 843-4310  
(407) 649-3038 (fax)

W97-23942

Smc  
10/21/97

FILED  
97 OCT 27 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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

October 21, 1997

**R. SPENCER RHODES**  
**ATTORNEY AT LAW**  
**126 EAST JEFFERSON STREET**  
**ORLANDO, FL 32801**

**SUBJECT: R. SPENCER RHODES, P.A.**  
**Ref. Number: W97000023942**

We have received your document for R. SPENCER RHODES, P.A. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your 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) 487-6923.

**Doris McDuffie**  
**Corporate Specialist Supervisor**

**Letter Number: 597A00051300**

**ARTICLES OF INCORPORATION  
OF  
RICHARD SPENCER RHODES, JR., P.A.**

**FILED**  
97 OCT 27 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of, P.A., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

**RICHARD SPENCER RHODES, JR., P.A.**

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III. PURPOSES**

This corporation shall be a Professional Service Corporation, and the general nature and purposes of business to be transacted, promoted, and carried on by the corporation are as follows:

- (a) To engage in every aspect in the practice of law and all fields of specializations as are engaged in by lawyers.
- (b) To engage and render the professional services involved only through its officers, agents, and employees who shall be lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.
- (c) To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.
- (d) To engage in no other business other than the rendition of the professional services specified herein.
- (e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

#### **ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than [the full par value] of the shares.

#### **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is 126 E. Jefferson Street, Orlando, Florida 32801, and the agent designated to accept service at that address is Richard Spencer Rhodes.

#### **ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Richard Spencer Rhodes, Jr.	126 E. Jefferson Street Orlando, FL 32801

#### **ARTICLE VII. PRINCIPAL PLACE OF BUSINESS**

The initial street address in this state of the principal office of this corporation is 126 E. Jefferson Street, Orlando, Florida, 32801. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

#### **ARTICLE VIII. INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard Spencer Rhodes, Jr.	126 E. Jefferson Street Orlando, FL 32801

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

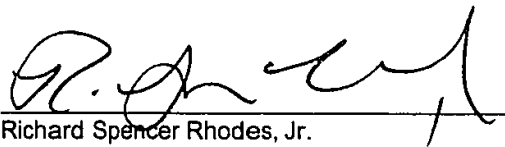
#### ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the board of directors and the shareholders, except that (i) the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that these bylaws are not subject to amendment or repeal by the directors; and (ii) any amendment shall be in compliance with the laws of the State of Florida governing Professional Service Corporations.

#### ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of October, 1997.

A handwritten signature in dark ink, appearing to read "R. Rhodes, Jr.", is written over a horizontal line.

Richard Spencer Rhodes, Jr.  
Incorporator

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT**

**FILED**

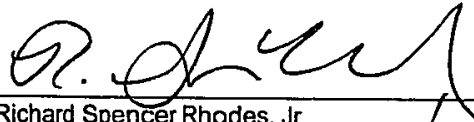
**97 OCT 27 PM 2:17**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, ~~The following is~~ **SECRETARY OF STATE  
FLORIDA**  
submitted:

That Richard Spencer Rhodes, Jr., P.A., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 126 E. Jefferson Street, City of Orlando, County of Orange, State of Florida 32801, has named Richard Spencer Rhodes, Jr., as its agent to accept service of process within this state at such address.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.



Richard Spencer Rhodes, Jr.  
Registered Agent