

LAWRENCE, MUTCH & TETREAULT, P.A.

F. Parker Lawrence
Samuel A. Mutch, AICP
Lori A. Tetreault

ATTORNEYS AT LAW
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October 29, 1997

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 OCT 31 PM 3:04

RE: *Samuel A. Mutch, P.A.*

EFFECTIVE DATE
11-1-97

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation of *Samuel A. Mutch, P.A.*, together with this firm's check # 4398, in the amount of \$70.00. I have also attached a Certificate of Acceptance of Designation of Registered Agent Status to the corporate articles.

The check is to cover cost the filing fees for the Articles of Incorporation and fee for Registered Agent Designation for the above-named corporation. Please file the articles and activate the corporation as of November 1, 1997 or as soon thereafter as possible.

Sincerely,

LAWRENCE, MUTCH & TETREAULT, P.A.

Samuel A. Mutch
SAMUEL A. MUTCH

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ARTICLES OF INCORPORATION

OF

SAMUEL A. MUTCH, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 31 PM 3:05

The undersigned natural person, who is licensed or otherwise legally authorized to practice the profession of law in the State of Florida, hereby notifies all people of the State of Florida that he intends to form a professional corporation in accordance with the *Florida Professional Service Corporation Act*, Chapter 621, *Florida Statutes*(1995), and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is SAMUEL A. MUTCH, P.A.

ARTICLE II. EFFECTIVE DATE & DURATION

The effective date of the incorporation shall be November 1, 1997, or as soon after that date as the Article of Incorporation are filed in the Office of the Secretary of State. 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 corporation 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 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 or 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 who are duly authorized to practice law in the State of Florida.

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ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than five thousand dollars (\$5000.00).

ARTICLE VI. PRINCIPAL OFFICE

The address of the corporation's principal office is P.O. Box 873, Corner of SR 51 & US 27, Mayo, Lafayette County, Florida 32066. The name of the initial registered agent of the corporation located at such office is Samuel A. Mutch.

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, the following:

- 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 or objects of this corporation.
- C. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments.
- D. To own real or personal property necessary for the rendering of professional services.

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ARTICLE VIII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

<u>Name</u>	<u>Address</u>
Samuel A. Mutch	324 NW 29th Street Gainesville, Florida 32607-2516

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 one, and the names and addresses of the initial director is:

<u>Name</u>	<u>Address</u>
Samuel A. Mutch	324 NW 29th Street Gainesville, Florida 32607-2516

The initial director shall hold office until his successor is elected and qualified as provided in the bylaws. Thereafter the term of office of the director shall be one 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 bylaw duly adopted by the shareholders.

ARTICLE X. BYLAWS

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

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Samuel A. Mutch, P.A.

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ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds 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 number of shares held by him.

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these articles of incorporation at Gainesville, Florida, on this 29th day of October, 1997.


SAMUEL A. MUTCH
INCORPORATOR / REGISTERED AGENT

**ACCEPTANCE OF REGISTERED AGENT
FOR**

SAMUEL A. MUTCH, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 31 PM 3:05

HAVING BEEN NAMED as Registered Agent to accept service of process for
SAMUEL A. MUTCH, P.A at the place designated in this certificate, I hereby agree
to act in such capacity; further,

I AGREE TO COMPLY with all the provisions of all statutes relative to the proper
and complete performance of my duties as such.

SAMUEL A. MUTCH
P.O. BOX 783
Corner of SR51 & US27
MAYO, FL 32066
(904) 294-3160