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Requestor's Name

C
LAW OFFICE OF
HARLEY ROSENTHAL
1940 HARRISON STREET
SUITE 300
HOLLYWOOD, FL 33020 ie #

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****122.50 ****122.50
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Harley Rosenthal, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation are natural persons over the age of eighteen (18) years, competent to contract attorneys duly licensed to render services as such under the laws of the State of Florida, thereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE ONE

NAME

The name of the corporation is: HARLEY ROSENTHAL, P.A.

ARTICLE TWO

NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation is:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice law therein;

B. To invest funds of the corporation in real estate mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of professional legal services;

C. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof,

necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

ARTICLE THREE

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is One Hundred (100) shares of Common Stock having a par value of Ten (\$10.00) Dollars per share. None of these shares of the corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE FOUR

INITIAL CAPITAL

The amount of capital with which the corporation will begin business is Five Hundred (\$500.00) Dollars.

ARTICLE FIVE

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE SIX

ADDRESS OF THE CORPORATION

The initial post office address of the principal office of the corporation in the State of Florida is 1940 Harrison Street, Suite 300, Hollywood, Florida 33020. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE SEVEN

DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall be not less than one (1) and subject to such minimum may be increased from time to time by amendment by the By-Laws in a manner now provided by law. Until so changed the number shall be one (1).

ARTICLE EIGHT

INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Harley Rosenthal	1940 Harrison Street Suite 300 Hollywood, Florida 33020

ARTICLE NINE

SUBSCRIBERS

The name and street address of each person signing these Articles of Incorporation as a subscriber, each of whom is an attorney duly licensed under the laws of the State of Florida to render services, the number of shares of stock each agrees to take, and the value of the consideration therefor are:

<u>Name and Address</u>	<u>Number of Shares</u>	<u>Consideration</u>
Harley Rosenthal 1940 Harrison Street Suite 300 Hollywood, Florida 33020	50	\$500.00

ARTICLE TEN

VOTING TRUST

No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or of his shares.

ARTICLE ELEVEN

CUMULATIVE VOTING FOR DIRECTORS

At all elections of the directors of the corporation each shareholder shall be entitled to as many votes as shall

equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected and he may cast all such votes for a single director or may distribute them among the number to be voted for or any two or more of them as he may see fit.

ARTICLE TWELVE

CONTRACTS

No contract or other transaction between the corporation and any other corporation shall be affected by the fact that any director of the corporation is interested in or is a director or officer of such other corporation and any director individually or jointly may be a party to or may be interested in any contract or transaction of the corporation or in which the corporation is interested and no contract or other transaction of the corporation with any person, firm or corporation shall be affected by the fact that any director of the corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE THIRTEEN

REMOVAL OF DIRECTORS

Any director of the corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE FOURTEEN

RESTRAINT ON ALIENATION OF SHARES

The shareholders of the corporation shall have the power to include in the By-Laws adopted by two-thirds (2/3rds) majority of the stockholders of the corporation any regulatory or restrictive provisions regarding the proposed sale, transfer or

other disposition of any of the outstanding shares of the corporation by any of its shareholders or in the event of the death of any of its shareholders. The manner and form, as well as the relative terms, conditions and details thereof shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the corporation and such sale or transfer may be made only after the same shall have been approved at a stockholders meeting especially called for such purpose. If any shareholder shall become legally disqualified to practice law in the State of Florida, or be elected to a public office, or accept at employment that places restrictions or limitations upon his continuance rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE FIFTEEN

ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the corporation shall have all the following powers:

A. To enter into or become a partner in any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise with any person, firm or corporation for the purpose of rendering professional legal services;

B. To deny the holders of the common shares of the corporation any pre-emptive right to purchase or subscribe to any new issues of any type shares of the corporation, and no share-

holder shall have any pre-emptive right to subscribe to any said shares;

C. At its option to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase, provided, however, that the capital of the corporation is not impaired;

D. At its option to purchase and acquire the shares owned and held by any shareholder who dies in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase, provided, however, that the capital of the corporation is not impaired; and

E. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restrictive stock option plan, or (6) other retirement or incentive compensation plans.

ARTICLE SIXTEEN

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, I, the subscriber have executed these Articles of Incorporation, this 28 day of October, 1997.

Harley Rosenthal
Harley Rosenthal

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared HARLEY ROSENTHAL, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Hollywood, Broward County, Florida, this 28 day of October, 1997.

Alan Bryce Grossman
NOTARY PUBLIC



ALAN BRYCE GROSSMAN
My Commission CG354909
Expires Mar. 13, 1998
Bonded by ANB
800-852-6878

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

In pursuance of Chapter 607.0505, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That HARLEY ROSENTHAL, P.A., desiring to organize
under the laws of the State of Florida, with its principal
office, as indicated in the Articles of Incorporation at 1940
Harrison Street, Suite 300, City of Hollywood, County of
Broward, State of Florida, has named Harley Rosenthal,
located at 1940 Harrison Street, Suite 300, City of
Hollywood, County of Broward, State of Florida, as its agent
to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.

By: Harley Rosenthal
Harley Rosenthal
(Resident Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA