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FILED  
98 JAN -2 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
J. Carter Perkins,  
of Counsel

December 31, 1997

**FEDERAL EXPRESS**  
**NO. 800156956108**

EFFECTIVE DATE  
1-1-98

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-01/02/98--01067--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Pat Whitmer, CFP, EA, Inc.  
Our File No. 96-447-2

Gentlemen:

Enclosed for filing is an original and one copy of the Articles of Incorporation for Pat Whitmer, CFP, EA, Inc., together with our check for \$70 for the filing fee. Please return the copy with your date stamp in the envelope provided.

Please note that the effective date for this corporation is January 1, 1998.

Very truly yours,

CAUTHEN & FELDMAN, P.A.

  
H. John Feldman

HJF:lkr  
Enclosures  
cc: Pat Whitmer (w/o enc)

F. CHESSEY JAN 5 1998

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
of

PAT WHITMER, CFP, EA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

EFFECTIVE DATE  
1-1-98

ARTICLE I  
Name

The name and address of this corporation shall be: Pat Whitmer, CFP, EA, Inc., 108 St. Clair Abrams Avenue (P.O. Box 266) Tavares, FL 32778-0266.

ARTICLE II  
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III  
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV  
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

ADDRESS

Patricia Whitmer

108 St. Clair Abrams, Tavares, FL 32778

The names and address of the Director is:

NAME

ADDRESS

Patricia Whitmer

108 St. Clair Abrams, Tavares, FL 32778

**ARTICLE V**  
**Informal Shareholder Action**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE VI**  
**Fundamental Changes**

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

**ARTICLE VII**  
**Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VIII**  
**Directors**

A. The business of the corporation shall be managed initially by a board of one (1) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by

the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

**ARTICLE IX**  
**Effective Date**

The date that corporate existence shall begin is January 1, 1998. This election is pursuant to Florida Statute 607.0123.

**ARTICLE X**  
**Registered Office and Registered Agent**

The address of the initial registered office of this corporation is 108 St. Clair Abrams Avenue, Tavares, FL 32778. The name of the Registered Agent of this corporation is Patricia Whitmer at the above office address.

**ARTICLE XI**  
**Bylaws**

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 31 day of December, 1997.

Patricia Whitmer  
Patricia Whitmer

**ACCEPTANCE OF REGISTERED AGENT**  
**DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for Pat Whitmer, CFP, EA, Inc., as stated in these Articles of Incorporation.

Dated: December 31, 1997

Patricia Whitmer  
Patricia Whitmer

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