

TRANSMITTAL LETTER

P98000028525

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

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-03/25/98--01012--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT:

James Robert Baxley, P.A.

(Proposed corporate name - must include suffix)

1

Enclosed is an original and one(1) copy of the articles of incorporation 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

ADDITIONAL COPY REQUIRED

FILED  
98 MAR 25 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FROM:

JAMES R. BAXLEY

Name (Printed or typed)

14229 U.S. Highway 441

Address

Tavares, FL 32778

City, State & Zip

352-343-0770

Daytime Telephone number

F. CHESSE

MAR 27 1998

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**  
**OF**  
**JAMES ROBERT BAXLEY, P.A.**

FILED  
98 MAR 25 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and a Doctor of Law, licensed or otherwise legally authorized to practice by and within the State of Florida, hereby acting as incorporator for the purpose of forming a Professional Service Corporation for profit by virtue of the provisions of Chapter 621, Florida Statutes, and Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation.

**ARTICLE I**

The name of the Corporation is:

JAMES ROBERT BAXLEY, P.A.

**ARTICLE II**

Nature of Business

The general nature of business and the proposed objects and purposes to be transacted, promoted and carried on by the corporation are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might, or could do under the laws of the State of Florida, viz.,

- A. To engage in every aspect of the practice of law and all its fields of specialization as are engaged in by Doctors of Law in this State.
- B. To engage and render the professional service involved only through its officers, agents and employees who are Doctors of Law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service 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 own real and personal property necessary for the rendering of the professional services hereby authorized.
- E. To engage in no other business other than the rendering of the professional services specified herein.

### ARTICLE III

#### Capital Stock

- A. The maximum number of shares of stock which the corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of common stock each with a par value of One Dollar (\$1.00) per share.
- B. The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor or services which, in the judgment of the Board of Directors of this corporation, shall be of the valuation equivalent to the value of the stock to be issued.
- C. Shares of the corporation's stock and certificates therefor shall be issued only to Doctors of Law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

### ARTICLE IV

#### Stock Transfer Agreements

- A. If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third parties, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them and if a copy of the

agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

- B. Provided, however, any such agreement shall be subject to the requirements of Florida Statute 621, and no shareholder may sell or transfer any of such shareholder's shares of stock in this corporation except to another individual who is, under the provisions of Florida Statute 621, eligible to be a shareholder of this corporation.

ARTICLE V.  
PRINCIPAL OFFICE

The initial registered office in this State of the corporation is 14229 U.S. Highway 441, Tavares, Florida 32778, and the name of the initial registered agent at such address is JAMES ROBERT BAXLEY, who by execution hereof accepts his appointment.

ARTICLE VI.

The corporation shall have at least one (1) director, but the bylaws may provide for such increase or decrease in the number thereof as is authorized by law.

The Board of Directors of the Corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by them to the corporation, in whatever capacity.

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

NAME	ADDRESS
James Robert Baxley	38516 Deerwood Drive Eustis, FL 32736

#### ARTICLE VII

The corporation shall have a President and a Secretary-Treasurer, each of whom may be members of the Board of Directors, and the corporation may have any such other and additional officers as may be authorized by its bylaws.

#### ARTICLE VIII

The name and street address of the subscriber of these Articles of Incorporation is as follows:

NAME	ADDRESS
James Robert Baxley	38516 Deerwood Drive Eustis, FL 32736

#### ARTICLE IX

The corporation shall grant to the shareholders of record at the time of issuance of any additional stock full preemptive rights in the issuance of all new stock and full preemptive rights in the issuance of all new stock and full preemptive rights in all authorized but unissued stock, in that such stock shall be first offered to such registered shareholders for sale at the price at which it is offered by others, which price, in the case of par value shares, may be in excess of par, before there shall be an offer to sell said stock to persons other than said shareholders. The terms and other details of such offer including the time of its acceptance and the manner of payment shall be determined by the Board of Directors

ARTICLE X

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE XI

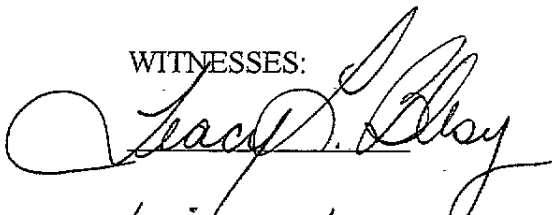
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at the shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors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

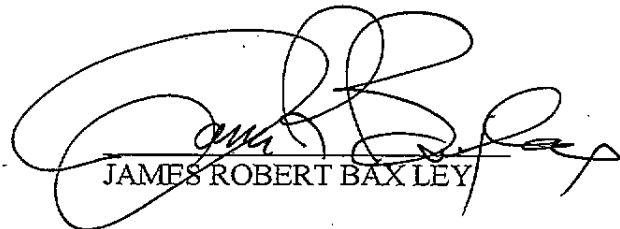
ARTICLE XII

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

DATED this 23<sup>rd</sup> day of March, 1998.

WITNESSES:

  
Tracy D. Dwyer  
Shirley Shepard

  
JAMES ROBERT BAXLEY

STATE OF FLORIDA

COUNTY OF LAKE

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared JAMES ROBERT BAXLEY, personally known to me to be the person described as subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS, my hand and official seal in the County and State aforesaid this 23rd day of March, 1998.

Sheila J. Shepard  
Notary Public  
My Commission Expires:

(Seal)



Sheila J. Shepard  
MY COMMISSION # CC708352 EXPIRES  
February 22, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED  
98 MAR 25 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA