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Schofield & Spencer, P. A.  
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P. Allen Schofield  
Mary Anne Spencer  
\*William H. Meeks, Jr.  
\*Also admitted in the State of Georgia

June 15, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
TALLAHASSEE, FLORIDA 32314

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-06/17/98--01038--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: MANATEE FINANCIAL, P.A.

Dear Sir:

Enclosed herewith please find the original and one copy of Articles of Incorporation regarding the above named new professional association.

Also enclosed is our check in the amount of \$122.50 to cover Filing Fee, Registered Agent's Fee, Corporate Tax and Certified Copy of Articles of Incorporation.

Please return a certified copy of Articles to this office at your earliest convenience.

Sincerely,

  
P. Allen Schofield

PAS/jm

enclosures as stated

FILED  
98 JUN 17 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

JUN 18 1998  


**ARTICLE OF INCORPORATION OF MANATEE FINANCIAL, P.A.**

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to provide financial services in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

**ARTICLE I  
NAME**

The name of the corporation is MANATEE FINANCIAL, P.A.

**ARTICLE II  
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 1429 60th Avenue, West, Suite #300, City of Bradenton, County of Manatee, State of Florida 34207. The name of the initial registered agent of the corporation, located at the office, is P. Allen Schofield.

**ARTICLE III  
DURATION**

The period of the corporation's duration shall be perpetual.

**ARTICLE IV  
PURPOSE**

The purpose of the corporation is to perform the service of financial planning including the sale of insurance and investment products, and to do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to these purposes which is not forbidden by the laws of the State of Florida or by the provisions of this certificate of incorporation.

**ARTICLE V  
CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

**ARTICLE VI  
CAPITALIZATION**

The amount of capital with which the corporation will begin to perform the service of financial planning is not less than \$100.00.

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98 JUN 17 PM 12:05  
CLERK OF DISTRICT COURT  
MANATEE COUNTY, FLORIDA

**ARTICLE VII**  
**CORPORATE POWERS**

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

**ARTICLE VIII**  
**INCORPORATORS**

The name and street address of each person signing these articles of incorporation as an incorporator is:

Name	Address
P. Allen Schofield	1429 60th Avenue W., Suite 300 Bradenton, FL 34207

## 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 2, and the names and addresses of the initial directors are:

Name	Address
<u>P. Allen Schofield</u>	<u>1429 60th Avenue, W., Suite 300</u> <u>Bradenton, FL 34207</u>
<u>Corrine McClure</u>	<u>1429 60th Avenue, W., Suite 300</u> <u>Bradenton, FL 34207</u>

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

## ARTICLE X

### BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

**ARTICLE XI  
DISSOLUTION**

The corporation may be dissolved at any time by unanimous written consent of the shareholders. 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 the shareholder.

IN WITNESS WHEREOF, the incorporator above named have hereunto set his hand and seal this 15 day of June, 1998.

STATE OF FLORIDA  
COUNTY OF MANATEE

I HEREBY CERTIFY, that on this 12<sup>th</sup> day of June, 1998, before me, a Notary Public duly authorized in the State and County above named to take acknowledgements, personally appeared P.ALLEN SCHOFIELD to me known to be the person who executed the foregoing Articles in Incorporation, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Manatee County, Florida, the day and month and year first above written.

Judy A. Mullen  
Notary Public

My Commission Expires:



Judy A. Mullen  
MY COMMISSION # C0829710 EXPIRES  
May 5, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

**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 Section 48.091 Florida Statutes,

the following is submitted in compliance with the said Act: FIRST. . . That MANATEE FINANCIAL, 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 the City of Bradenton, County of Manatee, State of Florida, has named **P. ALLEN SCHOFIELD**, located at 1429 60th Ave. West, Suite 300, Bradenton, Florida as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the 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:   
(Registered Agent)

**FILED**  
98 JUN 17 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA