

P98000054640



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 849718 7101964

AUTHORIZATION :

Patricia Pyjot

COST LIMIT : \$ 70.00

ORDER DATE : June 9, 1998

ORDER TIME : 9:16 AM

ORDER NO. : 849718-005

CUSTOMER NO: 7101964

CUSTOMER: Russell W. Divine, Esq
DIVINE & ESTES, P.A.

P. O. Box 3629

200002554402--2

Orlando, FL 32802-3629

DOMESTIC FILING

NAME: HUFFMAN/TARMEY ARCHITECTURE,
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

2589
W98-13332

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 10 PM 1:06

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98 JUN 10 10:33
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS
98 JUN 10 PM 1:06

June 10, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: HUFFMAN/TARMEY ARCHITECTURE, P.A.
Ref. Number: W98000013332

We have received your document for HUFFMAN/TARMEY ARCHITECTURE, P.A. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 098A00032570

RESUBMIT
Please give original
submission date as file date.

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DIVISION OF CORPORATION

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98 JUN 10 PM 1:06

ARTICLES OF INCORPORATION
OF
HUFFMAN/TARMEY ARCHITECTURE, P. A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and an Architect duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

This corporation's name shall be **HUFFMAN/TARMEY ARCHITECTURE, P.A.** and its initial principal office shall be 1790 Marston Place, Tallahassee, Florida 32312

ARTICLE II - GENERAL NATURE OF BUSINESS

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

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that an Architect 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 of this corporation who are duly licensed under the laws of the State of Florida to practice architecture therein.

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

C. To do anything (1) necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, or (2) necessary or incidental to the protection and benefit of this corporation.

D. 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 or furtherance of such purposes or objects of this corporation.

E. To conduct and transact any business lawfully authorized and not prohibited by Chapters 607 and 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE IV - DURATION

This corporation shall exist perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

1790 Marston Place

Tallahassee, Florida 32312

The name of the initial registered agent of this corporation at that address shall be:

Craig D. Huffman

ARTICLE VI - BOARD OF DIRECTORS

- A. The initial number of directors of this corporation shall be two (2).
- B. The number of directors may be increased or diminished from time to time by By-Laws adopted by shareholders, but shall never be less than one (1).
- C. Any director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.
- D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street addresses of the initial members of the Board of Directors and Officers, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Craig D. Huffman	1790 Marston Place Tallahassee, Florida 32312	President, Director
Mark A. Tarmey	4128 Castellan Drive Tallahassee, Florida 32308	Vice Pres Secretary Treasurer Director

ARTICLE VIII - SUBSCRIBER TO ARTICLES

The following are the name and street address of the subscriber to these Articles of Incorporation, who is an Architect duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Street Address</u>
Craig D. Huffman	1790 Marston Place Tallahassee, Florida 32312

ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as Architects under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this 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 all of his shares.

ARTICLE X - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance of 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, this corporation shall have all and singular 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 to carry on any business which this corporation has the direct or incidental authority to pursue.


B. At its option, to purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer or otherwise dispose of its shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

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

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

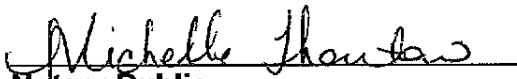
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of June, 1998.

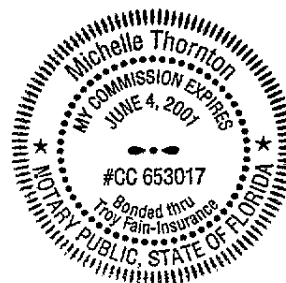

CRAIG D. HUFFMAN

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared CRAIG D. HUFFMAN, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth herein.

WITNESS my hand and official in the County and State last aforesaid this 9th day of June, 1998.


Notary Public
Print Name: Michelle Thornton
Serial No.
My commission expires:



**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

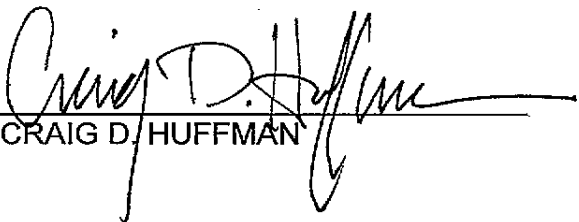
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PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, HUFFMAN/TARMEY ARCHITECTURE, P.A. , desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Tallahassee, County of Leon, State of Florida, has named as its Registered Agent, Craig D. Huffman, in the City of Tallahassee, County of Leon, State of Florida, 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 provisions of said Act relative to keeping open said office.


CRAIG D. HUFFMAN