

LANDT, WIECHENS, TROW & LaPEER

A Partnership Including Professional Associations

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Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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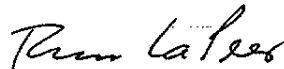
Re: Joseph W. Standley, P.A.: Articles of Incorporation

Dear Sir:

Enclosed is an original and one copy of Articles of Incorporation of Joseph W. Standley, P.A., together with our check made payable in the amount of \$122.50, representing filing fee (\$35.00), Registered Agent Designation (\$35.00), and one certified copy (\$52.50).

If you find these items to be in proper order, please return the enclosed copy as a certified copy as soon as possible after the original is filed. Thank you for your courtesy and assistance.

Yours sincerely,



Russell W. LaPeer
For the Firm

RWL:ms

Enclosure: Articles of Incorporation (original & copy); check.

APPROVED
AND
FILED
98 AUG 10 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 13 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Joseph W. Standley, P. A.

The undersigned incorporator is a natural person and competent to contract for purposes of forming a professional service corporation, and is admitted to practice law as an attorney, under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation shall be Joseph W. Standley, P.A.; and its initial and principal place of business shall be 2415 S.E. 29th Street, Ocala, Florida 34471.

ARTICLE II

DURATION: This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE & NATURE OF BUSINESS: The nature of the business to be transacted by this professional service corporation is to render professional legal services to the general public and to do all things in connection therewith that are customarily done by licensed attorneys under the laws of the State of Florida; in accordance with the Professional Service Corporation Act of Florida; and in accordance with the Rules of Professional Conduct Regulating Lawyers of the Florida Bar.

This corporation is organized for the following purposes:

1. To transact and perform legal services and legal work as its lawful business, including all things that are customarily done by attorneys in connection with providing legal services;

2. To limit the liability of the shareholders of this corporation so that the personal liability of the shareholders shall be no greater in any respect than that of a shareholder-employee of a corporation organized under Chapter 607, Florida Statutes;

3. 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 services;

4. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment hereto, 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 purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation to such extent as a corporation organized under chapter 621, Florida States may now or hereafter lawfully do;

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

6. To purchase and acquire, at the option of the corporation, the share owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholder of this corporation setting forth the terms and conditions of such

purchase; provided, however, the capital of this corporation is not impaired;

7. To enter into, at the option of the corporation, for the benefit of its employees, one or more of the following:

- a. a pension plan;
- b. a profit sharing plan, if such a plan is not otherwise prohibited by the ethical rules and restraints governing the Profession;
- c. a stock bonus plan;
- d. a thrift and savings plan;
- e. a restricted stock option plan; or
- f. other retirement or incentive compensation plans.

8. To exercise all other lawful powers not inconsistent with the items specifically enumerated above, since none of them individually, or together, is or shall be deemed to be an exclusive recitation of the powers, purposes, and objectives of the corporation.

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which the corporation shall have to issue is 50 shares of common stock, with a par value of \$ 1.00 per share. The total number of authorized shares shall have an aggregate par value of \$ 50.00. Each share of authorized stock which is initially sold shall be fully paid for before the corporation begins transaction of business.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the corporation is Joseph W. Standley, 2415 S.E. 29th Street, Ocala, Florida 34471.

CONSENT AND ACCEPTANCE OF REGISTERED AGENT

IN WITNESS WHEREOF, the undersigned registered agent hereby accepts such designation, as registered agent for the corporation, Joseph W. Standley, P. A., on this 7th day of August, 1998.

Joseph W. Standley
Joseph W. Standley, Registered Agent

Wanda H. Bradley
witness
[Signature]
witness
[Signature]

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Joseph W. Standley, as Registered Agent, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of August, 1998.



RUSSELL W. LAPEER
My Comm Exp. 1/29/2001
Bonded By Service Ins
No. CC607088
☐ Personally Known ☐ Other I.D.

Russell W. Lapeer
Name & commission number of notary

SEAL/STAMP

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one, nor more than three, members as provided by the By-Laws of the corporation. The Board of Directors shall be elected by the stockholders of the corporation at the regular meeting of those stockholders.

If state law so provides that upon the unanimous written agreement of all the stockholders of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation; said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If state law does not otherwise prescribe, then upon a majority vote of the shares of stock in the corporation, the above-described Board of Directors may be divested of its power to manage and

control this corporation; said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation.

If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable state law. The name and address of the first Director is: Joseph W. Standley, 2415 S.E. 29th Street, Ocala, Florida 34471.

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of the above-named directors. These directors shall hold office until their successors are duly elected and qualified.

ARTICLE VII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a President, Vice President, Secretary, and Treasurer, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following persons shall hold the below-designated offices until their successors are elected and qualified:

President/Secretary/Treasurer

Joseph W. Standley

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of the corporation is Joseph W. Standley.

ARTICLE IX

AUTHORITY TO INCREASE CAPITAL STOCK: The capital stock authorized may be increased by majority vote of the stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to these articles.

ARTICLE X

LIMITATIONS ON CORPORATE STOCK: No one other than an individual who is duly licensed to practice law as an attorney under the laws of the State of Florida; or another professional service corporation organized by, and consisting of, attorneys licensed to practice law under the state of Florida, and existing for the purpose of performing legal services, may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock in this corporation.

If any officer, director, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in, the corporation; and he shall dispose of his stock in the corporation either by a sale or transfer that is in accordance with the conditions set forth below, or by tendering it to the corporation which shall redeem it at such value as the stockholders shall determine to be fair and appropriate. In the event of the death of any officer, director,

shareholder, agent or employee who has been rendering professional legal services, his stock in the corporation shall be disposed of by a sale or transfer that is in accordance with the conditions set forth below, or by tendering it to the corporation which shall redeem it at such value as the stockholders shall determine to be fair and appropriate.

No shareholder of the corporation may sell or transfer his stock in this corporation 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 meeting of shareholders specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

In the event that there is more than one shareholder in the corporation, before any stock which has been issued to shareholders may be transferred or otherwise disposed of, the existing shareholders must have negotiated with each other and/or with the corporation a buy-and-sell agreement providing for the redemption or disposition of their stock in the event that their interest in the corporation is terminated for any reason. An executed copy of any such buy-and-sell agreement must be filed with the Secretary of the corporation and made a part of the records of the corporation.

ARTICLE XI

SECTION 1244 ELECTION: The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations

thereunder.

ARTICLE XII

SUBCHAPTER S CORPORATION: This corporation shall be qualified and treated as a corporation organized, existing, and authorized under §§ 1361-79 (subchapter S) of the Internal Revenue Code.

ARTICLE XIII

BY-LAWS: The power to adopt, alter, amend or repeal the By-Laws should be vested in the Board of Directors.

ARTICLE XIV

AMENDMENT: The power to amend these articles shall be held exclusively by the stockholders. Any amendment hereto shall require a majority vote of all outstanding stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 7th day of August, 1998.

Date: 8/7/98

Joseph W. Standley
Incorporator

Wayne H. Bradley
witness
[Signature]
witness

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Joseph W. Standley,
as Incorporator, to me well known to be the person described in and who acknowledged
before me that he executed the foregoing freely and voluntarily for the purposes therein
expressed.

WITNESS my hand and official seal this 7th day of August, 1998.



RUSSELL W. LAPEER
My Comm Exp. 1/29/2001
Bonded By Service Ins
No. CC607088
☐ Personally Known ☐ Other I.D.

Russell W. Lapeer

Name & commission number of notary

SEAL/STAMP

98 AUG 10 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED