

P98000075966

**JAMES S. PEARTHREE**  
Attorney at Law  
438 East Monroe Street  
Jacksonville, Florida 32202-2837  
Phone 904-632-2121  
Facsimile 904-632-2122

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 31 AM 9:03

August 28, 1998

Doris Brown  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300002592733-- 3  
-07/20/98--01037--012  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Incorporation of James S. Pearthree, P.A.

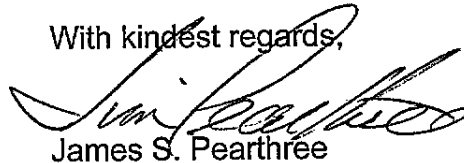
**EFFECTIVE DATE**  
9-1-98

Dear Ms. Brown:

Please find enclosed the original and one copy of the revised articles of incorporation, along with the letter you mailed me.

If you have any questions, please feel free to contact me.

With kindest regards,

  
James S. Pearthree

Enclosures  
JSP:sdw

pear-cor\letters\secstate\filng2.wpd

100-16705

SEP 1 1998



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 22, 1998

JAMES S. PEARTHREE, ESQ.  
438 EAST MONROE STREET  
JACKSONVILLE, FL 32202-2837

SUBJECT: JAMES S. PEARTHREE, P.A.  
Ref. Number: W98000016705

We have received your document for JAMES S. PEARTHREE, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

The specific nature of business of the professional association must be stated 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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 298A00038847

**EFFECTIVE DATE**  
**9-1-98**

**ARTICLES OF INCORPORATION  
OF  
JAMES S. PEARTHREE, P.A.**

---

**FILED**  
**SECRETARY OF STATE**  
**DIVISION OF CORPORATIONS**  
**98 AUG 31 AM 9:03**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: **JAMES S. PEARTHREE, P.A.**

ARTICLE II

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

To practice law under the laws of the State of Florida.

To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and franchises, rights, licenses or privileges necessary, convenient appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7,500 Shares of Common Stock of  
par value of \$1.00 per share.

The shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### ARTICLE IV

This corporation is to exist perpetually, and its corporate existence shall begin on **September 1, 1998.**

#### ARTICLE V

The Board of Directors may from time to time move the principal office to any other address in Florida. The initial address of the principal office of this corporation in the State of Florida is:

**438 East Monroe Street, Jacksonville, FL 32202**

#### ARTICLE VI

The number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. Initially, the number of directors shall be **one.**

#### ARTICLE VII

The name and post office address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
<b>James S. Pearthree</b>	<b>438 East Monroe Street Jacksonville, FL 32202</b>

#### ARTICLE VIII

The name and post office address of each incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Address</u>
<b>James S. Pearthree</b>	<b>438 East Monroe Street Jacksonville, FL 32202</b>

#### ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable

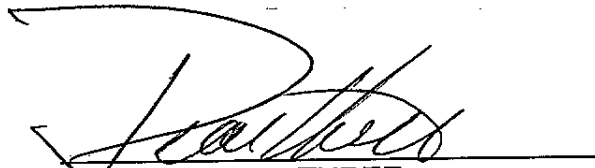
for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X

The registered office shall be **438 East Monroe Street, Jacksonville, FL 32202, and the registered agent at that same address is JAMES S. PEARTHREE.**

#### ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.



JAMES S. PEARTHREE

STATE OF FLORIDA  
COUNTY OF DUVAL

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 31 AM 9:04

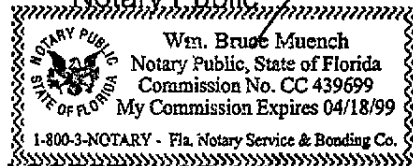
I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JAMES S. PEARTHREE, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 1<sup>st</sup> day of September, 1998.

*August*

*Wm. Bruce Muench*

Notary Public



**ACKNOWLEDGMENT AND ACCEPTANCE OF  
REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

*James S. Peartree*

JAMES S. PEARTHREE  
Registered Agent