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EUGENE H. COBAUGH  
7154 East Tropical Way  
Plantation, Florida 33317

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-08/28/98-01040-016  
\*\*\*\*122.50 \*\*\*\*122.50

August 25, 1998

Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Eugene H. Cobaugh, P.A.

Gentlemen:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for Eugene H. Cobaugh, P.A. along with a self-addressed stamped envelope for the return of the certified copy of the Articles to me. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and the cost of the certified copy.

If you have any questions, please contact me at (954) 474-4447.

Very truly yours,

*Eugene H. Cobaugh*  
Eugene H. Cobaugh

EHC:cam  
Enclosures

FILED  
98 AUG 28 AM 11:01  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

EUGENE H. COBAUGH, P.A.

A FLORIDA CORPORATION

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLE ONE. NAME

The name of the corporation is: Eugene H. Cobaugh, P.A.

ARTICLE TWO. DURATION

The corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida and shall exist perpetually thereafter until dissolved according to law.

ARTICLE THREE. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business, including accounting services.

ARTICLE FOUR. STATED CAPITAL

The corporation is authorized to issue 5,000 shares of common stock, all at one class, at ONE DOLLAR (\$1.00) par value.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in

part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

#### **ARTICLE FIVE. BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially.

The names and street address of the initial director who shall hold office until the successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

**Name**

**Address**

Eugene H. Cobaugh

7154 East Tropical Way  
Plantation, Florida 33317

#### **ARTICLE SIX. INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**ARTICLE SEVEN. BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the shareholders if the shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE EIGHT. AMENDMENT**

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or any special meeting of the stockholders called for that purpose.

**ARTICLE NINE. INCORPORATORS**

The name and address of the Incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Eugene H. Cobaugh	7154 East Tropical Way Plantation, Florida 33317

**ARTICLE TEN. OFFICERS**

The Officers of the corporation shall be a president, vice president, secretary, and treasurer and such other officers as may be provided in the Bylaws.

The names and addresses of the persons who are to serve as officers of the corporation at the time of this filing are:

<b>PRESIDENT</b>	Eugene H. Cobaugh 7154 East Tropical Way Plantation, Florida 33317
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**SECRETARY**

Eugene H. Cobaugh  
7154 East Tropical Way  
Plantation, Florida 33317

The directors of the corporation is the representative named in Article Five.

**ARTICLE ELEVEN. DISSOLUTION**

In the event of dissolution, the residual assets of corporation will be turned over to the shareholders in proportion to the number of shares held on the date of dissolution.

**ARTICLE TWELVE. DESIGNATION OF REGISTERED  
AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida. —

1. The name of the corporation, principal address and mailing address is:

Eugene H. Cobaugh, P.A.  
7154 East Tropical Way  
Plantation, Florida 33317

2. The name and address of the registered agent/officer:

Eugene H. Cobaugh  
7154 East Tropical Way  
Plantation, Florida 33317

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Eugene H. Cobaugh  
(Registered Agent)

FILED  
98 AUG 28 AM 11:01  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DATE: August 25, 1998

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 25<sup>th</sup> day of August, 1998.

Signature of Incorporator

Eugene H. Cobough

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of August, 1998 by Eugene H. Cobough, who is personally known to me.

Carol A. Midkiff  
Notary Public, State of Florida,  
at Large.  
Carol A. Midkiff

My Commission Expires: --

