

P98000076093

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-08/28/98--01029--010  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: JAMES W. KELLY, P.A.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JAMES W. KELLY  
Name (Printed or typed)

14 SOUTH LAKE AVENUE  
Address

AVON PARK, FLORIDA 33325  
City, State & Zip

941-453-7509  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 AUG 28 AM 11:09

FILED

NOTE: Please provide the original and one copy of the articles.

QW 9-1-98

**ARTICLES OF INCORPORATION  
FOR PROFESSIONAL CORPORATION**

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation, does hereby adopt the following Articles of Incorporation:

**FILED**  
98 AUG 28 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**I**

**NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this corporation shall be **JAMES W. KELLY, P.A.**

The principal offices of this corporation shall be those located at 14 Lake Avenue, Avon Park, Florida 33825

The mailing address of this corporation shall be 14 South Lake Avenue, Avon Park, Florida 33825

**II**

**PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows: \_\_\_\_\_

a. To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by law.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be held in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

c. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**III**

**CAPITAL STOCK**

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to officers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

**IV  
DURATION**

The corporation shall have perpetual existence.

**V.  
REGISTERED AGENT**

The address of this corporation's initial registered office is 14 South Lake Avenue, Avon Park, Florida and the name of its initial registered agent at said address is **JAMES W. KELLY**.

**VI  
INCORPORATOR**

The name and address of the Incorporator is as follows:     —     —     —

**JAMES W. KELLY, 14 SOUTH LAKE AVENUE, AVON PARK, FLORIDA 33825**

**VII  
BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of two persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Director of this corporation are:

**JAMES W. KELLY, 98 LAKE SEBRING ROAD, SEBRING, FLORIDA 33870**

**VIII  
INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**IX  
SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

## INFORMAL DIRECTOR ACTION

If all of the Directors severally and collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## XI INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## XII BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 9th day of April, 1997.

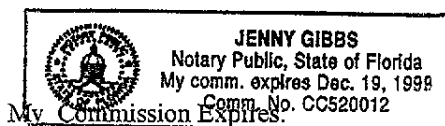
  
JAMES W. KELLY \*

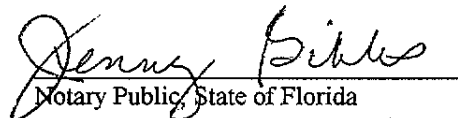
\*see above signature  
Registered Agent

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

BEFORE ME, the undersigned authority, personally appeared JAMES W. KELLY who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at 14 South Lake Avenue in the said County and State, this 9th day of April, 1997.



  
Notary Public, State of Florida

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98 AUG 28 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA