

P98000082910



ACCOUNT NO. : 072100000032

REFERENCE : 972692 4355221

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
98 SEP 24 PM 12:58

ORDER DATE : September 24, 1998

ORDER TIME : 10:02 AM

ORDER NO. : 972692-005

CUSTOMER NO: 4355221

CUSTOMER: Bradley W. Rossway, ESQ  
COLLINS BROWN CALDWELL BARKETT  
ROSSWAY GARAVAGLIA & MOORE  
756 Beachland Boulevard

500002648025--6

-09/24/98--01041--005

\*\*\*\*122.50 \*\*\*\*122.50

Vero Beach, FL 32963

DOMESTIC FILING

NAME: DAVID N. MOULTON, ARCHITECT,  
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

RECEIVED  
98 SEP 24 AM 10:41  
DIVISION OF CORPORATION

9/24/98

ARTICLES OF INCORPORATION

OF

DAVID N. MOULTON, ARCHITECT, P.A.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 24 PM 12:58

The undersigned natural person, competent and licensed to practice architecture in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be DAVID N. MOULTON, ARCHITECT, P.A.

The principal office of this corporation shall be 4861 North Highway A-1-A, Vero Beach, Florida 32963.

The mailing address of this corporation shall be 4861 North Highway A-1-A, Vero Beach, Florida 32963.

ARTICLE II

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 architecture, and all its fields of specializations, as are engaged in by DAVID N. MOULTON, ARCHITECT.

(b) To engage and render the professional services involved only through its officers, agents and employees who shall be architects 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.

(e) 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.

### ARTICLE III

(a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 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 architects in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

#### ARTICLE IV

This corporation shall exist perpetually.

#### ARTICLE V

The address of this corporation's initial registered office is 4861 North Highway A-1-A, Vero Beach, Florida 32963, and the name of its initial registered agent at said address is David N. Moulton, Architect.

#### ARTICLE VI

The name and address of the Incorporator is as follows:

David N. Moulton, Architect  
4861 North Highway A-1-A  
Vero Beach, Florida 32963

#### ARTICLE VII

The corporation shall have a Board of Directors consisting of one person. 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 have less than one. The name and address of the initial Director of this corporation is:

David N. Moulton, Architect  
4861 North Highway A-1-A  
Vero Beach, Florida 32963

#### ARTICLE VIII

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.

#### ARTICLE IX

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.

#### ARTICLE X

If all of the Directors severally or 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.

#### ARTICLE XI

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

#### ARTICLE XII

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 State of Florida, this 23 day of SEPTEMBER, 1998.

DOM

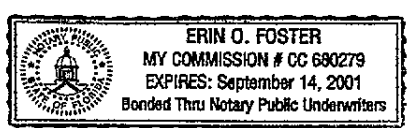
DAVID N. MOULTON, ARCHITECT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 24 PM 12:58

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, personally appeared DAVID N. MOULTON, ARCHITECT, who is personally known to me or who has produced n/a as identification and who executed to 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 Vero Beach in the said County and State, this 23rd day of September, 1998.



Erin O. Foster  
Notary Public, State of Florida  
Name: Erin O. Foster  
Commission Number: CC 680279  
Commission Expiration: 9-14-2001

I, the undersigned do hereby acknowledge and accept appointment as Registered Agent of DAVID N. MOULTON, ARCHITECT, P.A.

DOM  
DAVID N. MOULTON, ARCHITECT, P.A.