

DEC-02-98 WED 10:05 AM

MCGUIRE WOODS LLP

FAX NO. 9047982697

P. 01/07

Division of Corporations

P98000100296

Florida Department of State
Division of Corporations
Public Access System
Sandra B. Mortham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H98000022313 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : MCGUIRE, WOODS, BATTLE & BOOTHE LLP
Account Number : 071075000166
Phone : (904) 354-1100
Fax Number : (904) 798-2697

FLORIDA PROFIT CORPORATION OR P.A.

Haskell Architects and Engineers, P.C.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

FILED
98 DEC -2 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

26859
26781

12/1/98
m 12/2/98

DEC-02-98 WED 10:05 AM MCGUIRE WOODS LLP FAX NO. 9047982697
(850)922-3708 12/02/98 08:18 Florida Department pl / 1

P. 02/07



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1998

MCGUIRE, WOODS, BATTLE & BOOTHE LLP

SUBJECT: HASKELL ARCHITECTS AND ENGINEERS, P.A.
REF: W98000026859

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

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

The registered agent and street address must be consistent wherever it appears in your document.

PLEASE ADD C/O MCGUIRE, WOODS, BATTLE & BOOTHE LLP TO ARTICLE V, OR DELETE IT FROM THE REGISTERED AGENT PAGE TO MAKE THE ADDRESS CONSISTENT.

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

FAX Aud. #: H98000022313
Letter Number: 298A00056973

H98000022313
FILED

98 DEC -2 PM 12:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HASKELL ARCHITECTS AND ENGINEERS, P.A.

The undersigned, for the purpose of forming a professional corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

Article I
Name

Section 1.1. Name. The name of this professional corporation is HASKELL ARCHITECTS AND ENGINEERS, P.A.

Article II
Duration

Section 2.1. Duration. This professional corporation shall exist perpetually. The effective date upon which this professional corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

Article III
Principal Office

Section 3.1. Principal Office. The address of the principal office of this professional corporation in the State of Florida is c/o 50 North Laura Street, Suite 3300, Jacksonville, Florida 32202.

Article IV
Purpose

Section 4.1. Purposes. This professional corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of architecture and engineering, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to render architectural and engineering services.

Prepared by Halcyon E. Skinner, Esq.
McGuire, Woods, Battle & Boothe LLP
P. O. Box 4099
Jacksonville, FL 32202
(904) 798-3200
Florida Bar No. 0169598

H98000022313

H98000022313

This professional corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

Article V Capital Stock

Section 5.1. Authorized Capital. The maximum number of shares of stock which this professional corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having \$0.01 par value. No person other than one who is a licensed architect or engineer in the State of Florida shall be a shareholder of this professional corporation.

Section 5.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Article VI Initial Registered Office and Agent

Section 6.1. Name and Address. The street address of the initial registered office of this professional corporation is c/o McGuire, Woods, Battle & Boothe LLP, 50 North Laura Street, 3300 Barnett Center, Jacksonville, FL 32202, and the name of the initial registered agent of this corporation at that address is RAX CO.

Article VII Directors

Section 7.1. Number. This professional corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

Section 7.2. Initial Directors. The names and street addresses of the members of the first board of directors of this professional corporation, who are licensed architects and/or engineers in the State of Florida, are:

H98000022313

H98000022313

NameAddress

David L. Engdahl

Post Office Box 44100
Jacksonville, Florida 32231-4100

Joseph Varon

Post Office Box 44100
Jacksonville, Florida 32231-4100

Christian Walker Kuhn

Post Office Box 44100
Jacksonville, Florida 32231-4100

Section 7.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this professional corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VIIIBylaws

Section 8.1. Bylaws. The initial bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article IXIncorporator

Section 9.1. Name and Address. The name and street address of the incorporator of this professional corporation is RAX CO., a Florida corporation, c/o McGuire, Woods, Battle & Boothe LLP, 50 North Laura Street, 3300 Barnett Center, Jacksonville, FL 32202.

H98000022313

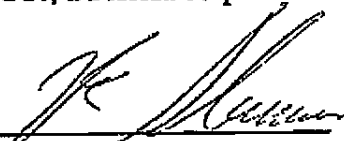
H98000022313

Article X
Amendment

Section 10.1 Amendment. This professional corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 1st day of December, 1998.

RAX CO., a Florida corporation

By: 
Halcyon E. Skinner, President

H98000022313

H98000022313

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091, 607.0501, 607.0505 and 621.13, FLORIDA STATUTES, THE UNDERSIGNED PROFESSIONAL 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 professional corporation is Haskell Architects and Engineers, P.A.

2. The name and address of the registered agent and office is:

RAX CO., a Florida corporation
c/o McGuire, Woods, Battle & Boothe LLP
50 North Laura Street, 3300 Barnett Center
Jacksonville, FL 32202

Having been named as registered agent and to accept service of process for the above stated professional corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

RAX CO., a Florida corporation

By: _____

Halcyon E. Skinner, President

Dated: December 1, 1998

\\JAC\3294\skinner\Haskell\ARTICLES.doc

FILED
98 DEC -2 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000022313