

P98000103850

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8370 • 1-800-342-8062 • Fax (850) 222-1222

Robert F. Bouchard, P.A.

900002711169--0

-12/14/98-01038-008

*****78.75 *****78.75

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

FILED
CLERK OF SUPERIOR COURT
98 DEC 14 PM 1:32
TALLAHASSEE, FLORIDA

RECEIVED
98 DEC 14 AM 10:33
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name CS Date 12/14 Time 8:42

Walk-In _____ Will Pick Up _____

B. P. Printing DEC 14 1998

**ARTICLES OF INCORPORATION
OF
ROBERT F. BOUCHARD, P.A.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 14 PM 1:32

The undersigned subscriber, a natural person competent to contract and duly licensed to practice as an attorney at law under the laws of the State of Florida, hereby presents these articles of formation of a corporation under the provisions of Chapter 621, Florida Statutes, commonly known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

The name of this corporation is:

ROBERT F. BOUCHARD, P.A.

ARTICLE II

This corporation is to have perpetual existence unless sooner dissolved according to law.

ARTICLE III

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

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law, duly licensed under the laws of the State of Florida, is authorized to render, 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 practice law therein.
- (b) To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other types of investment, and to own real and personal property necessary for the rendering of professional services.
- (c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the

purpose or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

(d) To engage in every phase and aspect of the business or rendering the same professional services to the public in any other jurisdiction in which any of the corporation's officers, employees or agents shall be or may become licensed to practice.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE V

The initial street address for this corporation and the initial registered office of this corporation in the State of Florida shall be 200 South Biscayne Boulevard, Twentieth Floor, Miami, Florida 33161. The name of the initial registered agent of the corporation at that address is **ROBERT F. BOUCHARD**.

ARTICLE VI

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

ROBERT F. BOUCHARD

200 South Biscayne Boulevard
Twentieth Floor
Miami, Florida 33131

ARTICLE VII

The name and address of the person signing these Articles of Incorporation are:

ROBERT F. BOUCHARD

200 South Biscayne Boulevard
Twentieth Floor
Miami, Florida 33131

ARTICLE VIII

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

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE X

No stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI

No contract or other transactions between this Corporation and any other corporation shall be affected by the fact that any director of this Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm, or corporation, shall be affected by the fact that any director of this firm, or corporation, and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself of any firm, association, or corporation in which he may be in any way interested.

ARTICLE XIII

The stockholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as relevant

terms, conditions, and details hereof, shall be determined by the stockholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of this Corporation may sell or transfer his/her shares therein except to another individual who is eligible to be a stockholder of this Corporation. If any stockholder becomes legally disqualified to practice medicine in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his/her continuous rendering of such professional services, such stockholder's shares shall immediately become subject to purchase of this Corporation in accordance with the By-Laws adopted by the stockholders.

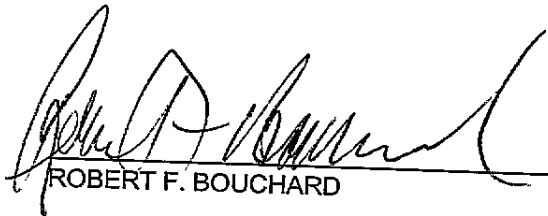
ARTICLE XIII

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove states, this Corporation shall have all and singular the following powers:

- (a) This Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.
- (b) This Corporation shall have the power to deny to the holders of the common stock of this Corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this Corporation, and no stockholder shall have any preemptive right to subscribe to any such stock.
- (c) This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned, and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his/her shares, in accordance with the By-Laws adopted by the stockholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation is not impaired. This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- (1) a pension plan;
- (2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the profession;
- (3) a stock bonus plan;
- (4) a thrift and savings plan;
- (5) a restricted stock option plan, or
- (6) other retirement or incentive compensation plans.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of December, 1998.

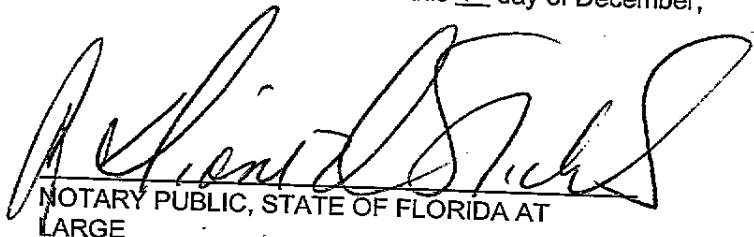

 ROBERT F. BOUCHARD (SEAL)

STATE OF FLORIDA)
) SS:
 COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County aforesaid, personally appeared ROBERT F. BOUCHARD, known by me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

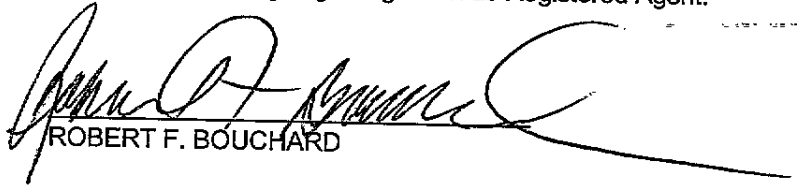
WITNESS my hand and official seal in the State and County last aforesaid this 11 day of December, 1998.

MY COMMISSION EXPIRES
 OFFICIAL NOTARY SEAL
 DIANE I NICHOLS
 NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION NO. CC752597
 MY COMMISSION EXP. JULY 14, 2002


 NOTARY PUBLIC, STATE OF FLORIDA AT
 LARGE

ACCEPTANCE

I **CERTIFY** that I am a permanent resident of Coral Springs, Broward County, Florida, that my place of business is at the place indicated above and I hereby accept the forgoing designation as Registered Agent.


ROBERT F. BOUCHARD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 PM 1:32