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Newton & Almand

Attorneys at Law

Clifford B. Newton

Alan B. Almand

December 11, 1998

FILED  
98 DEC 15 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Secretary of State  
State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

300002712643--9  
-12/15/98-01037-015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Clifford B. Newton P.A.

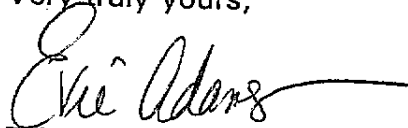
Dear Sir or Madam:

In connection with the above referenced corporation, enclosed please find the original Articles of Incorporation to be filed with the Secretary of State. I also enclose our firm check in the amount of \$78.75 for the cost of the filing fee.

I enclose a copy of the Articles of Incorporation and would appreciate you stamping and returning the same to me.

Should you have any questions or comments, please do not hesitate to call.

Very truly yours,



Evie Adams, as Assistant to  
Clifford B. Newton

:esa  
Enclosures

SD  
12/15

**ARTICLES OF INCORPORATION  
OF CLIFFORD B. NEWTON, P.A.**

The undersigned incorporator, who is licensed to practice the profession of law in the State of Florida, with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation, adopts the following Articles of Incorporation for the corporation:

**ARTICLE I**

**NAME**

The name of the corporation is Clifford B. Newton, P.A.

**ARTICLE II**

**PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 10192 San Jose Boulevard, Jacksonville, Florida 32257. The name of the initial registered agent of the corporation, located at that office is Clifford B. Newton.

**ARTICLE III**

**DURATION**

The period of the corporation's duration shall be perpetual until dissolved on a vote of the shareholders as provided in these Articles.

**ARTICLE IV**

**PURPOSE**

This corporation is organized for the following purposes:

a. To engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objectives of this corporation.

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**ARTICLE V**  
**CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1000 shares. These shares shall be of a single class of common stock, and shall have no par value.

**ARTICLE VI**  
**CORPORATE POWERS**

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

**ARTICLE VII**  
**INCORPORATORS**

The name and street address of the person signing these Articles of Incorporation as an incorporator is:

<u>Name</u>	<u>Address</u>
Clifford B. Newton	12520 Mandarin Road Jacksonville, Florida 32223

**ARTICLE VIII**  
**DIRECTORS**

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the name and address of the initial director is:

<u>Name</u>	<u>Address</u>
Clifford B. Newton	12520 Mandarin Road Jacksonville, Florida 32223

The initial director shall hold office until his successors are elected and qualified as provided in the Bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these Articles of Incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

## **ARTICLE IX**

### **INITIAL OFFICERS**

The name and street address of the initial officers of the corporation are:

Clifford B. Newton - President	12520 Mandarin Road Jacksonville, Florida 32223
Douglas S. Harden - Vice President	7173 Hanson Drive North Jacksonville, Florida 32210
Clifford B. Newton - Secretary/Treas.	12520 Mandarin Road Jacksonville, Florida 32223

## **ARTICLE X**

### **BYLAWS**

The initial director shall submit the proposed Bylaws to the shareholders at a meeting to be held for that purpose not more than forty-five (45) days following the issuance of the Certificate of Incorporation. Following the adoption of Bylaws by affirmative vote of three-fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the Bylaws.

## **ARTICLE XI**

### **DISSOLUTION**

The corporation may be dissolved at any time by the affirmative vote of the holders of at least three-fourths of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.


The undersigned incorporator of this corporation has executed these Articles of Incorporation at Jacksonville, Florida on December 11, 1998.

  
\_\_\_\_\_  
CLIFFORD B. NEWTON

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 11th day of December, 1998, by Clifford B. Newton, who is personally known to me.

  
\_\_\_\_\_  
Notary Public, State of Florida

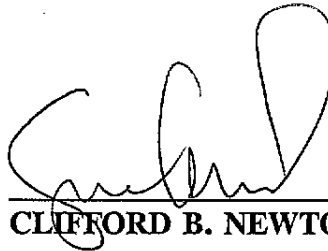
Print Name:  Eva S. Adams  
MY COMMISSION # CC621092 EXPIRES  
February 12, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091 and 607.0501, the following is submitted:

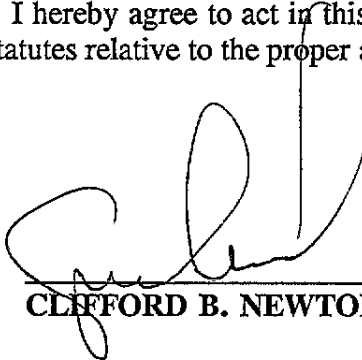
Clifford B. Newton, P.A., desiring to organize or qualify under the laws of the State of Florida, hereby designates Clifford B. Newton its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 10192 San Jose Boulevard, Jacksonville, Florida 32257.

  
\_\_\_\_\_  
CLIFFORD B. NEWTON

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**Dated:** December 11, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
CLIFFORD B. NEWTON

**Dated:** December 11, 1998