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CAPITAL CONNECTION, INC.

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David P. Carlton, PA

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ARTICLES OF INCORPORATION

OF

DAVID P. CARLTON, P.A.

The undersigned incorporators, each of who is licensed or otherwise legally authorized to practice the profession of law in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following the following Articles of Incorporation for the corporation:

Article I.  
Name.

The name of the Corporation is: David P. Carlton, P.A.

Article II.  
Principal Office and Initial Registered Agent.

The address of the corporation's principal office is 124 North Brevard Avenue, City of Arcadia, County of DeSoto, State of Florida 34266. The name of the initial registered agent of the corporation, located at that office, is David P. Carlton.

Article III.  
Duration.

The period of the Corporation's duration shall be perpetual, or 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 objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

The purpose for which a corporation is organized must be lawful. FS §607.0202(2)(b)1.

The Florida Professional Service Corporation and Limited Liability Company Act does not preclude a professional service corporation from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investment, or from owning real or personal property necessary for the rendering of the professional services for which it was formed. FS §621.08.

#### Article V. Capital Stock.

The total number of shares which the Corporation shall be authorized to issue or have outstanding at any one time is One Hundred (100) shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

#### Article VI. Capitalization.

The amount of capital with which the corporation will begin to practice the profession of law is not less than \$5,000.00.

#### Article VII. 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 VIII.  
Incorporators.

The name and street address of each person signing these articles of incorporation as an incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
David P. Carlton	124 N. Brevard Ave., Arcadia, FL 34266

Article IX.  
Directors.

The corporation is to be managed by a board of directors. The number of Directors constituting the initial Board of Directors is One (1), and the names and addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
David P. Carlton	124 N. Brevard Ave., Arcadia, FL 34266

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be One (1) 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 X.  
Bylaws.

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than Thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the 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 unanimous written consent of the shareholders. 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.

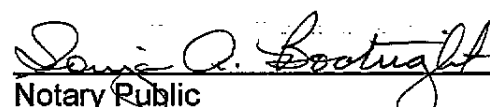
**IN WITNESS WHEREOF**, the undersigned incorporators of this corporation, have executed these Articles of Incorporation at Arcadia, DeSoto County, Florida, on this 22<sup>nd</sup> day of December, 1998.

  
\_\_\_\_\_  
David P. Carlton

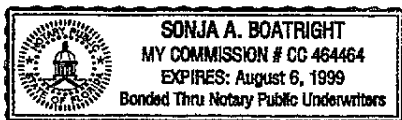
**STATE OF FLORIDA  
COUNTY OF DESOTO**

Before me personally appeared, David P. Carlton to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

**WITNESS** my hand and official seal this 22<sup>nd</sup> day of December, 1998.

  
\_\_\_\_\_  
Notary Public

(SEAL)



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