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98 DEC 31 PM 2:47

**FILING COVER SHEET**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REFERENCE:

0171 - 5028

DATE:

12/31/98

EFFECTIVE DATE

12-30-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

JOHNSON and BAUGHAN, P.A.

STATE FEES PREPAID WITH CHECK # 4221 FOR \$ 78.75

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-12/31/98--01042--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

PLEASE FILE:

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| <input checked="" type="checkbox"/> ARTICLES OF INC. | <input type="checkbox"/> AMENDMENT           | <input type="checkbox"/> DISSOLUTION   |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> MERGER              | <input type="checkbox"/> WITHDRAWAL    |
| <input type="checkbox"/> QUALIFICATION               | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME             | <input type="checkbox"/> LIMITED LIABILITY   | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE           | <input type="checkbox"/> UCC-1               | <input type="checkbox"/> UCC-3         |

PROVIDE US WITH:

- |  |  |                                       |
|--|--|---------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF STATUS | <input type="checkbox"/> STAMPED COPY |
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Examiner's Initials

P. Hall

DEC 31 1998

RECEIVED  
98 DEC 31 PM 10:32

**ARTICLES OF INCORPORATION**

**OF**

**JOHNSON AND BAUGHAN, P.A.**

**FILED**  
98 DEC 31 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
12-30-98

The undersigned incorporator, a natural person competent to contract and an attorney at law duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

**ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION**

The name of this corporation shall be Johnson and Baughan, P.A. The principal office and mailing address for this corporation shall be 1290 Federal Highway, Rockledge Florida 32955.

**ARTICLE II - GENERAL NATURE OF BUSINESS**

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

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 of the corporation 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 type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act 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 or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

#### ARTICLE IV - REGISTERED AGENT

The initial Registered Agent of this corporation shall be Steven C. Lee, Esq., whose business office is identical with the corporation's registered office set forth below.

#### ARTICLE V - ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803.

#### ARTICLE VI - TERM OF EXISTENCE

This corporation shall commence on the date of execution of these Articles of Incorporation, and shall exist perpetually unless dissolved according to law.

#### ARTICLE VII - BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be two (2).
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but shall never be less than one (1).
- C. The names and street addresses of the initial members of the Board of Directors, to hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified, are:

<u>Name</u>	<u>Street Address</u>
Jon E. Johnson	1290 Federal Highway Rockledge Florida 32955
Scott M. Baughan	1290 Federal Highway Rockledge Florida 32955

- D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.
- E. Each Director shall be an attorney at law duly licensed to render services as such under the laws of the State of Florida.

#### ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Street Address</u>
Steven C. Lee, Esq.	800 North Magnolia Avenue, Suite 1500 Orlando, Florida 32803

#### ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an attorney at law under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder 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 X - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

- A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, 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. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of

its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

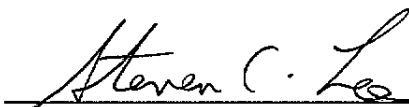
#### ARTICLE XII - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XIII - INDEMNIFICATION

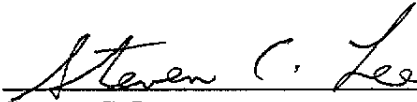
The corporation shall indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this <sup>30th</sup> \_\_\_ day of December, 1998.

  
\_\_\_\_\_  
Steven C. Lee

Having been named Registered Agent for the above stated Corporation, at the place designated in these Articles of Incorporation, 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, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

  
\_\_\_\_\_  
Steven C. Lee

Date: December <sup>30<sup>th</sup></sup>\_\_\_\_, 1998

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