

P99000027882



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 182799 8908A

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 70.00

ORDER DATE : March 25, 1999

ORDER TIME : 1:47 PM

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ORDER NO. : 182799-005

CUSTOMER NO: 8908A

CUSTOMER: Kirsten I. Baier, Esq  
KIRSTEN I. BAIER, ESQ  
KIRSTEN I. BAIER, ESQ  
999 Brickell Avenue  
Suite 1006  
Miami, FL 33131

DOMESTIC FILING

NAME: BEATRICE YODER-LEYBA, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

99 MAR 25 PM 3:50

99 MAR 25 AM 10:51

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*J 3/26/99*

**ARTICLES OF INCORPORATION**

**OF**

**BEATRICE YODER-LEYBA, P.A.**

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**ARTICLE I**

**NAME**

The name of the corporation shall be **Beatrice Yoder-Leyba, P.A.**

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature and purpose of business to be transacted, promoted and carried on by the corporation are as follows:

- a) To engage in any business the corporation deems appropriate.
- b) To engage and render the professional services involved only through its officers, agents and employees who shall be architects in good standing and duly licensed or otherwise authorized within the State of Florida to render the same professional services as this corporation.
- c) To purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and with, goods, wares, merchandise and real and personal property (tangible and intangible) of every class, kind and description.
- d) To contract debts and borrow money, to issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required.
- e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created or issued by any other person, firm, association or corporation, or by any state or government, foreign or domestic, and while owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote stock.

g) To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, political body, country, territory, state, government or colony or dependency or agency thereof.

h) To purchase, hold and reissue any of the shares of its capital stock.

i) In general, to do each and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to carry on any business, and to have all powers in connection therewith, not forbidden by the laws of the State of Florida, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof.

j) To have and exercise all powers granted corporations and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida or any amendments thereof.

### **ARTICLE III**

#### **CAPITAL STOCK**

The corporation is authorized to issue only one (1) class of shares to be designated common stock. The total number of shares of stock which the corporation shall have the authority to issue is ONE THOUSAND (1000) SHARES. The shares will have no par value. All shares shall be voting shares and the holders of issued shares are entitled to one (1) vote per share.

### **ARTICLE IV**

#### **DURATION**

This corporation shall exist perpetually.

### **ARTICLE V**

#### **BOARD OF DIRECTORS**

This corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one (1). The name and address of the Initial Director of this corporation is: Beatrice Yoder-Leyba, 999 Brickell Avenue, Suite 700, Miami, Florida 33131.

## **ARTICLE VI**

### **INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

## **ARTICLE VII**

### **SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his/her continued rendering of such professional services, he/she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by then corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him/her all amounts owing and lawfully due to him/her by the corporation, except that such shares shall not be entitled to dividends.

## **ARTICLE VIII**

### **INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## **ARTICLE IX**

### **AMENDMENT**

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 same to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## **ARTICLE X**

### **INCORPORATOR**

The name and address of the Incorporator is as follows: Kirsten I. Baier, P.A., 999 Brickell Avenue, Suite 700, Miami, Florida 33131.

## **ARTICLE XI**

### **REGISTERED AGENT/OFFICE**

The address of this corporation's initial registered office is 999 Brickell Avenue, Suite 700, Miami, Florida 33131 and the name of its initial registered agent at said address is Kirsten I. Baier, P.A.

The initial principal office of the corporation shall be: 999 Brickell Avenue, Suite 700, Miami, Florida 33131.

## **ARTICLE XII**

### **INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law, for acts or omissions in connection with action on behalf of the corporation, unless they reflect criminal intent or gross negligence.

## **ARTICLE XIII**

### **BY-LAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

## **ARTICLE XIV**


### **CONFLICT OF INTEREST**

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members are employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are

interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, notwithstanding his/her participation in this action, if the fact of such interest is disclosed or known to the Board of Directors or a committee thereof which authorizes or ratifies the contract or transaction. Common or interested directors may be counted in determining whether a quorum is present and shall be entitled to vote on such authorization or ratification.

**IN WITNESS WHEREOF,** I have executed these Articles of Incorporation in duplicate on this 24<sup>th</sup> day of March, 1999.

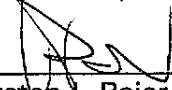
Kirsten I. Baier, P.A.

By:   
Kirsten I. Baier, Esq., President  
Incorporator

**REGISTERED AGENT**

Having been named to accept service of process for the above named corporation, at a place designated in this document, I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Kirsten I. Baier, P.A.

By:   
Kirsten I. Baier, Esq., President  
Registered Agent

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