

Friday, March 12, 1999

Division of Corporations

Page: 1

P99000027896

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H99000006045 1)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850)922-4001

From: Account Name : BRUCE A. HAUGHT, P.A.  
Account Number : I19980000079  
Phone : (850)837 7021  
Fax Number : (850)837-8121

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

99 MAR 26 AM 11:04

FILED

FLORIDA PROFIT CORPORATION OR P.A.

Stan M. Warden, P.A.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

Bm 3/26/99

Mar-26-99 07:11A Bruce A. Haught, P.A.  
03/23/99 10:47 PM Dept of State

1 850 837 8121  
pl /1

P.02



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 25, 1999

BRUCE A HAUGHT PA

SUBJECT: STAN M WARDEN, P.A.  
REF: W99000006139

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The preparer information in the lower left hand corner of the document must be printed in at least a 10 point font to assure legibility.

The electronically submitted document must also include the preparer's telephone number in the lower left hand corner.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: H99000006045  
Letter Number: 799A00012071

(((H99000006045 1)))

**ARTICLES OF INCORPORATION  
OF  
STAN M. WARDEN, P.A.**

The undersigned subscriber to these articles of incorporation, being duly licensed to practice Law under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I - NAME**

The name of the professional service corporation is STAN M. WARDEN, P.A.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and the mailing address of this corporation shall be P.O. Box 5097, Destin, Florida 32540

**ARTICLE III - PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of Law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV - TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

**ARTICLE V - CAPITAL STOCK**

The capital stock of the professional service corporation shall be One Thousand shares of common stock having a par value of \$1.00 per share. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice Law in the State of Florida.

**ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE**

The address of the initial registered agent of this professional service corporation is 106 Benning Dr., Suite 12, Destin, FL 32541. The name of the initial registered agent at that address is STAN M. WARDEN.

This Document Prepared by  
Bruce A. Haught, P.A.  
P.O. Box 5017  
Destin, FL 32541  
Fla Bar # 0985325  
850-837-7021

(((H99000006045 1)))

**FILED**  
99 MAR 26 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

((H99000006045 1)))

M. WARDEN.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The names and addresses of the members of the first board of directors are:

Director

STAN M. WARDEN  
P.O. Box 5097  
Destin, FL 32540

#### **ARTICLE VIII - SUBSCRIBER**

The name and address of the person signing these articles of incorporation as subscribers is:

STAN M. WARDEN  
P.O. Box 5097  
Destin, FL 32540

#### **ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

#### **ARTICLE X - ACTION WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.

#### **ARTICLE XI - RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of

((H99000006045 1)))

(((H99000006045 1)))

the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice Law in the State of Florida, is elected to public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

### ARTICLE XII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this the 24th day of March, 1999.

  
STAN M. WARDEN

### CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 and 621, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the professional service corporation is:  
STAN M. WARDEN, P.A.
2. The name and address of the registered agent and office is STAN M. WARDEN, 106 Benning Dr., Suite 12, Destin, FL 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

Dated this 24th day of March, 1999.

STAN M. WARDEN

By:   
Registered Agent

(((H99000006045 1)))

FILED  
99 MAR 26 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA