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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Stephen M. Armstrong, P.A.

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- Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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Signature

Requested by:

Name

8/11  
Date

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Time

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**ARTICLES OF INCORPORATION**  
**OF**  
**STEPHEN M. ARMSTRONG, P.A.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

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

The name of the corporation is STEPHEN M. ARMSTRONG, P. A. The Principle Corporate Address is: 4741 Atlantic Boulevard, Suite E-3, Jacksonville, Florida 32207 and the mailing address is Post Office Box 5577, Jacksonville, Florida 32247.

**ARTICLE II- TERM OF EXISTENCE**

The duration of this corporation is to be perpetual.

**ARTICLE III- NATURE OF BUSINESS**

The general nature of business and the proposed objects and purposes to be transacted, promoted and carried on by the corporation, are to do any and all things hereafter mentioned as fully and to the same effect and extent as natural persons might or could do under the laws of the state of Florida, viz:

- (1) To engage in every aspect of the practice of law and all of its fields of specialization as are engaged in by attorneys in this state.
- (2) To engage and render the professional service involved only through its officers, agents, and employees who are attorneys in good standing and duly licensed or otherwise legally authorized within the state of Florida to render the same professional service as this corporation.
- (3) To invest its funds in real estate, mortgages, stocks, bonds, and any other types of investments permitted by law.
- (4) To own real and personal property necessary for rendering of professional services hereby authorized.
- (5) To engage in no other business than rendering of professional services specified herein.

**ARTICLE IV- STOCK CLAUSE**

The aggregate number of shares of stock which this corporation shall have the authority to



## **ARTICLE IX- FUNDAMENTAL CHANGES**

The affirmative vote of holders of the majority of the outstanding shares of all common stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change, or repeal of any provision of the articles of incorporation;
- (b) Reorganization, merger, or consolidation of the corporation;
- (c) Sale, lease or exchange, of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation.

## **ARTICLE X- PRE-EMPTIVE RIGHTS**

No holder of any shares of stock of the corporation shall have any pre-emptive rights whatsoever to subscribe, for or acquire additional shares of the corporation's common stock, whether such shares shall be hereafter authorized: and no holder of shares shall have any rights to subscribe to or acquire any shares which may be held in the treasury of the corporation; nor shall any holder have a right to subscribe to or acquire in bonds certificates of indebtedness, debentures, or other securities convertible into stock, or carrying any right to purchase stock.

## **ARTICLE XI- INSPECTION OF BOOKS**

Each share holder shall have the qualified right and privilege to examine all corporate books, records, and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. A shareholder may not delegate the right of inspection.

## **ARTICLE XII- DIRECTORS**

- a) Selection and Replacement: In any election of the directors by the shareholders, each shareholder of record shall have the right to accumulate his shares and give one candidate as many votes in relation to his shares as he sees fit.
- b) Director's meetings: The presence of the majority of the board shall be necessary at any meeting to constitute a quorum to transact business. No action shall be taken except by a majority vote of the members of the board present at the meeting. In lieu of acting at a meeting, the board may act without a meeting provided that written consent to the action in questions is signed by all the directors and filed with the minutes of the board before or after the action in question was taken.
- c) Telephone meetings: members of the board of directors shall be deemed present at a meeting

of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other.

d) Offices: Directors may hold two or more offices.

### **ARTICLE XIII- SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, shareholder, agent or employee of this corporation who has been rendering legal professional services to the public, becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person(s) office or employment with and/or financial interest within this corporation shall cease forth with; subject, however, to the provisions of Article XIV dealing with "amendments". Should any amendment(s) be effected which changes the nature and purpose of this corporation so that the restrictions of Florida Statute , 621 do not apply, then the restrictions of this article shall not thereafter apply; provided, however, that until such amendment is effected, such persons shall render no professional services, shall hold no office, shall not serve on the board of this corporation, and shall have not financial interest in this corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

### **ARTICLE XIV- AMENDMENTS**

A. These articles of incorporation may be amended in the manner provided by law. Each amendment shall be approved by the board of directors and/or shareholders.

B. In the event that ownership of the shares of this corporation shall be in any person, trust, or estate who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock contrary to law, the board of directors shall have the power to amend these articles of incorporation in the manner and method described in paragraph "A" of this article to affect a change in the nature and purpose of the business authorized by these articles of incorporation so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the board of directors, at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the shareholders until this amendment is complete and effective, or until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Florida Statutes 621; but he shall have no other voting right.

### **ARTICLE XV- RIGHTS OF SHAREHOLDERS WHOSE INTEREST TERMINATES UNDER ARTICLE XIII**

If any shareholder of this corporation be required to terminate his financial interest in this corporation because of the application of Article XIII, or the application of Chapter 621, Florida Statutes, and should these articles not be amended as provided in Article XIV(B), the financial interest of such shareholder shall terminate immediately and automatically except to receive payment

for such stock in this corporation as may be owned by him, and any other amounts that are lawfully due and owing to him by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind, Such stocks shall be forthwith transferred, sold, purchased, pledged, or redeemed at such price or value and under such terms as shall be authorized or set forth in the By-Laws or shareholders' agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached, then by arbitration.

**ARTICLE XVI- REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of this corporation is: 4741 Atlantic Boulevard, Suite E-3, Jacksonville, Florida 32207. The name of the registered agent of this corporation is Stephen M. Armstrong, Esquire.

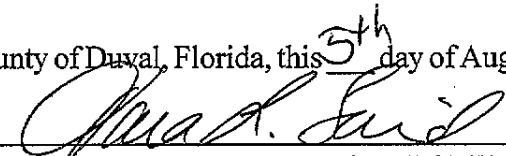
IN WITNESS WHEREOF, the undersigned, being one of the incorporators of this corporation, hereby executed these Articles of Amendment to Articles of Incorporation and certifies to the truth of the facts herein stated, this 5<sup>th</sup> day of August, A.D., 1999.

  
STEPHEN M. ARMSTRONG, ESQUIRE

STATE OF FLORIDA, COUNTY OF DUVAL, To Wit:

BEFORE ME, the undersigned authority personally appeared STEPHEN M. ARMSTRONG, ESQUIRE who is known to me and known to be the person described in and who executed the foregoing articles of incorporation, and he acknowledges before me that he executed the same, for the purpose therein expressed. .

WITNESS my hand, at Jacksonville, County of Duval, Florida, this 5<sup>th</sup> day of August, 1999.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 2/27/2003

NOTARY PUBLIC - STATE OF FLORIDA  
TARA L. SAID  
COMMISSION # 00901544  
EXPIRES 2/27/2003  
BONDED THRU ASA 1-688-NOTARY1

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, STEPHEN M. ARTMSTRONG, P.A., desiring to organize under the laws of the State of Florida, submits the following statement in designating the registered agent/office, in the State of Florida.

1. The name of the Corporation is STEPHEN M. ARMSTRONG, P.A..
2. The name and address of the registered agent and office is:

Name: Stephen M. Armstrong  
Address: 4741 Atlantic Boulevard, Suite E-3  
Jacksonville, Florida 32207

**ACKNOWLEDGMENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
STEPHEN M. ARMSTRONG

8-5-99  
\_\_\_\_\_  
DATE