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8/16/99

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Kathleen Booth

Phone 561 686-1110

Company DIVINE BLALOCK MARTIN & SELLAR

Address 560 VILLAGE BLVD STE 335

WEST PALM BEACH

State

FL

ZIP

33409

Internal Billing Reference

500002954295-3

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

EFFECTIVE DATE

8-2-99

Kathleen Booth GAVL

AUTHORIZATION BY PHONE TO
CORRECT Eff. Date 8-13-99 (14)

DATE 8-13-99

DOC. EXAM OB

Examiner's Initials

**Articles of Incorporation
of
Booth-Crowley, P.A.**

RECEIVED DATE
8-2-99

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purpose of forming a professional corporation under the provisions of Chapter 607 and 621, Florida Statutes, and pursuant to the following Articles of Incorporation:

Article I

Name

The name of this corporation is:

Booth-Crowley, P.A.

Article II

Duration

The corporation shall have perpetual existence.

Article III

Nature of Business

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

- To engage in every phase and aspect of the business of rendering the same professional services to the public that a certified public accountant, duly licensed under the laws of the State of Florida, is authorized to render.
- This corporation shall not engage in any business other than the practice of accounting. However, this corporation may invest funds in real estate, mortgages, stocks, bonds or any other type of investment, and may own real and personal property necessary for the rendering of the professional services authorized hereby.
- To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in the Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the corporation, and in general either alone or in association with other corporation, partnerships, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objectives for which this corporation is formed, and to have all the powers conferred upon this corporation by the laws of the State of Florida or of any other state or country and not prohibited by the Professional Service Corporation Act.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

- The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes, and shall be construed as powers as well as objects and purposes, all as permitted by law.

Article IV

Capital Stock

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of one dollar (\$1.00) per share. The stockholders shall have no pre-emptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock.

Article V

Initial Registered Office, Principal Office and Agent

The street address of the initial registered office and principal office of this corporation in the State of Florida is:

301 Clematis Street, Suite 3000
West Palm Beach, Florida 33401

The initial registered agent of the corporation at the corporation shall be:

Kathleen A. Booth, CPA

Article VI

Initial Board of Directors and Officers

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial officers and directors of this corporation are:

Kathleen A. Booth, CPA
301 Clematis Street, Suite 3000
West Palm Beach, Florida 33401

Article VII

Incorporator

The name and address of the person signing these Articles who is a licensed certified public accountant, is:

Kathleen A. Booth, CPA
301 Clematis Street, Suite 3000
West Palm Beach, Florida 33401

Article VIII

Power

This corporation shall have all of the corporate powers enumerated in the Florida Professional Service Corporation Act.

Article IX

Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article X

Action by Directors without a Meeting

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

Article XI

Indemnification

This corporation shall have the power, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplements, to indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Article XII

Amendment of Article

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder(s) in subject to this reservation.

Article XIII

Bylaw Amendment

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such a bylaw is not subject to amendment or repeal by the directors.

Article XIV

Beginning of Corporate Existence

The date when corporate existence shall begin shall be AUGUST 2, 1999.

Article XV

Restraint on Alienation of Shares

The shareholders of this corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders, and regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to regulate and restrict any transferability of the outstanding shares by contract among the said shareholders by and between the shareholders and the corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of the corporation.

Article XVI

Additional Corporate Powers

In furtherance, and not in limitation of, the general powers conferred by the laws of the State of Florida and of the purposes, objects and powers hereinabove stated, the corporation shall have all and singular the following additional powers:

- The corporation shall have the power to enter into, or become a partner in, any arrangements for the sharing of profits, union of interest, or cooperation, joint venture or otherwise with any person, firm or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.
- The corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.
- The corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by such shareholder as should desire to sell, transfer, hypothecate or otherwise dispose of his or her shares, in accordance with the bylaws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation is not thereby impaired.
- The corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the bylaws adopted by the shareholders of this corporation, or by any contract with the shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation shall not thereby be impaired.
- The corporation shall have the power to enter into, for the benefits of its employees, one or more of the following:
 - A. A Pension Plan
 - B. A Profit Sharing Plan
 - C. A Thrift and Savings Plan
 - D. Other retirement, death benefit or incentive compensation plan or plans

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of August, 1999.

Kathleen Booth

Kathleen A. Booth, CPA

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Kathleen A. Booth, CPA., to me well known to be the persons described as the incorporator and who

executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

Witness my hand and official seal in the County and State aforesaid this 2nd day of August
_____ 1999.



Notary Public, State of Florida at Large

My commission Expires:



Rita F Soto
My Commission CC849220
Expires June 3, 2003

Certificate of Designation

Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501, 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 corporation is **Booth-Crowley, P.A.**
2. The name and address of the registered agent and office is:

Kathleen A. Booth, CPA
301 Clematis Street, Suite 3000
West Palm Beach, Florida 33401

Signature: _____

Kathleen A. Booth, CPA

Title: _____

President

Date: _____

8/2/99

Having been named 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.

Signature: _____

Kathleen A. Booth, CPA

Date: _____

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