

P99000091906

**PARKER & ASSOCIATES**

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

THEODORE PARKER, ESQ.

TELEPHONE: (941) 952-0600

2033 MAIN STREET

SUITE 106

SARASOTA, FLORIDA 34237

EMAIL: TPARKERSRQ@AOL.COM

FACSIMILE: (941) 952-0601

October 12, 1999

200003015572-3  
-10/15/99-10/28-003-3  
\*\*\*\*122.50 \*\*\*\*18.75

Department of State  
Corporate Records Bureau  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32301

VIA: FedEx  
409 E. Gaines Street  
Tallahassee, Florida 32399

**RE: Craig A. Soper Professional Association**

To whom it may concern,

Enclosed please find two originals of the proposed Articles of Incorporation for the above referenced corporation.

Please file the one original and forward the second original, certified, to the attention of the undersigned at your earliest convenience. Our check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 52.50
Total	\$122.50

Thank you for your cooperation and assistance in this matter.

Very truly yours,

Kathy L. Morgan  
Legal Assistant

:klm  
Encl.

FILED  
99 OCT 15 PM 6:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN OCT 19 1999

**ARTICLES OF INCORPORATION  
OF  
CRAIG A. SOPER  
PROFESSIONAL ASSOCIATION**

**FILED**  
99 OCT 15 PM 6:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, the subscriber to these Articles of Incorporation, a resident of the State of Florida, over the age of 18 years, competent to contract, and a certified financial planner duly licensed to perform services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a Corporation under The Professional Service Corporation Act, and other laws of the State of Florida.

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of this Corporation is Craig A. Soper, Professional Association; and its initial principal office location and mailing address is 2300 Bee Ridge Road, Suite 301, Sarasota, Florida 34239.

**ARTICLE II  
DURATION**

This Corporation shall exist perpetually.

**ARTICLE III  
NATURE OF BUSINESS**

The general nature of the business to be transaction by the Corporation is:

a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a financial planner, 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 who are duly licensed under the laws of the State of Florida to practice financial planning therein.

b) To invest the funds of the Corporation in real estate, mortgage, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional financial planning services.

c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, 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 of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

#### ARTICLE IV CAPITALIZATION

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice financial planning in the State of Florida.

#### ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address is the initial registered office of this Corporation is 2300 Bee Ridge Road, Suite 301, Sarasota, Florida 34239 and the name of the initial registered agent for this Corporation at such address is Craig A. Soper.

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or diminished from time to time by the Bylaws in a manner not prohibited by law. The name and address of the initial Board of Directors of this Corporation is:

NAME

ADDRESS

Craig A. Soper

2300 Bee Ridge Road, Suite 301  
Sarasota, Florida 34239

ARTICLE VII  
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the subscriber, and who is a financial planner, duly licensed under the laws of the State of Florida to render services as such, is:

NAME

ADDRESS

Craig A. Soper

2300 Bee Ridge Road, Suite 301  
Sarasota, Florida 34239

ARTICLE VIII  
RESTRAINT OF ALIENATION OF SHARES

The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by two-thirds (2/3rds) of the majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the 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 thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his or her shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any shareholder shall become legally disqualified to practice financial planning in the State of Florida, or be elected to a public office, or accept employment that places restrictions or limitations upon his or her continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the By-Laws adopted by the shareholders.

## ARTICLE IX 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 and objects hereinabove stated, the Corporation shall have all the following powers:

a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, within a person, firm, partnership, limited liability company, or corporation for the purpose of rendering professional financial planning services.

b) At its option, to purchase and acquire any or all of its stock owned and held by any shareholder that should desire to sell, transfer, or otherwise dispose of such shareholder's shares in accordance with the By-Laws adopted by the shareholders of the Corporation setting forth the terms and conditions of any such purchase; provided, however, that the capital of the Corporation is not impaired.

c) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of the Corporation setting forth the terms and conditions of any such purpose; provided, however, that the capital of the Corporation is not impaired.

d) 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 restricted stock option plan, or
- (5) other retirement or incentive compensation plan.

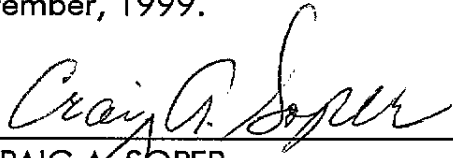
ARTICLE X  
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE XI  
AMENDMENT

This Corporation reserves the right to amend any provisions contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors; provided any such amendment is not inconsistent with or does not contravene the provisions of the Professional Service Corporation Act (FS 621) and the Florida Business Corporation Act (FS 607).

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of September, 1999.

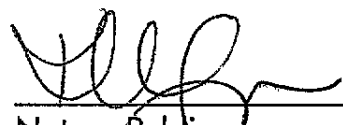
  
\_\_\_\_\_  
CRAIG A. SOPER

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgments, in the state and county set forth above, personally appeared, Craig A. Soper who is personally known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and who did not take an oath.

WITNESS my hand and official seal, in this state and county aforesaid this 30 day of September, 1999.



  
\_\_\_\_\_  
Notary Public

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE

FILED  
99 OCT 15 PM 6:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF FS 607.0501, THE BELOW DESCRIBED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Corporation is: Craig A. Soper, Professional Association
2. The name and address of the registered agent and office are:

Craig A. Soper  
2300 Bee Ridge Road  
Suite 301  
Sarasota, Florida 34239

HAVING BEEN NAMED AS REGISTERED AGENT 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.

  
CRAIG A. SOPER