

P99000094159

Sunstate Research
Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Michael W. Larkin, P.A.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Will wait

☒ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

TB
10/26/99

ARTICLES OF INCORPORATION

OF

MICHAEL W. LARKIN, P.A.

FILED
99 OCT 26 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a professional association under the laws of the State of Florida.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this corporation shall be MICHAEL W. LARKIN, P.A. and the principal place of business and mailing address of this corporation shall be 2410 First Union Financial Center, 200 S. Biscayne Blvd., Miami, Florida 33131.

ARTICLE II
DURATION

This corporation shall commence its existence as of the filing of these Articles with the Secretary of State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The purpose for which this corporation is organized is to engage in every aspect of the practice of law. The professional services related to the corporation's practice of law may be rendered only by its officers, agents and employees who are duly authorized and licensed to practice law in the State of Florida.

The corporation shall not engage in any business other than the practice of law. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own any real or personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 100 shares of common stock with a par value of \$1.00 per share.

The consideration for all of the stock shall be payable in cash or property at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 2410 First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent at that address shall be Mark Bisbing.

ARTICLE VI INCORPORATOR

The Incorporator is Mark Bisbing and his address is 2410 First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VII ELIGIBLE SHAREHOLDERS

A. Stock of this corporation may be issued, owned and registered only in the name of an individual or individuals who are duly authorized and licensed to practice law in the State of Florida. In the event that a shareholder:

- (1) becomes disqualified to practice law in Florida; or
- (2) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation (an "Ineligible Person"), or attempts to or does any of the foregoing in a manner prohibited by law or by these Articles; or
- (3) suffers an execution to be levied upon his stock, or such stock is subjected to sale or to other process, the effect of which is to vest any legal or equitable interest therein in an Ineligible Person,

then the stock of such shareholder shall immediately stand forfeited and shall be immediately cancelled by the corporation, and the shareholder or other person in possession thereof shall be entitled only to receive payments for the value of such stock which, absent a contrary provision in the bylaws of the corporation or in a written agreement among itself and its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the enumerated events occurs. The shareholder whose stock forfeits shall cease

to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and shall have no further claim against or interest in the corporation after the payment of any sums lawfully due and owing by the corporation to said shareholder.

B. No shareholder of this corporation may sell or transfer any of his shares of stock in the corporation except to another individual who is then duly authorized and licensed to practice law in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any of such shareholder's stock.


C. The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent with these Articles, which bylaws may, inter alia, set forth further restrictions on the alienation of the corporation's shares and providing for the purchase or redemption of such shares by the corporation or its other shareholders in certain events. Such by-laws may also contain provisions governing (i) the authority of the corporation or any of its officers to encumber corporate assets or to borrow money in the name of the corporation, (ii) the issuance of shares and the admission of shareholders and (iii) the expenditure of corporate funds and the transfer of corporate assets.

ARTICLE VIII INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

* * * * *

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, on the 25 day of October, 1999.



Mark Bisbing, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

MICHAEL W. LARKIN, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2410 First Union Financial Center, 200 S. Biscayne Blvd., Miami, Miami-Dade County, Florida 33131, has named MARK BISBING, 2410 First Union Financial Center, 200 S. Biscayne Blvd., Miami, Miami-Dade County, Florida 33131, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.



Mark Bisbing, Registered Agent

DATED: October 25, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA