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POWELL, CARNEY, HAYES & SILVERSTEIN, P.A.

ATTORNEYS AND COUNSELORS AT LAW
NATIONSBANK PLAZA
ONE PROGRESS PLAZA
SUITE 1210
ST. PETERSBURG, FLORIDA 33701

TELEPHONE
727-898-9011

MARY JO CARNEY
ALAN M. GROSS
GEORGE L. HAYES, III
KAREN E. MALLER
JAMES N. POWELL
DON DOUGLAS RAMSAY
MURRAY B. SILVERSTEIN*
GINNIE VAN KESTEREN

MAILING ADDRESS:
POST OFFICE BOX 1689
ST. PETERSBURG, FLORIDA 33731-1689

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727-898-9014
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*BOARD CERTIFIED CIVIL TRIAL AND
BUSINESS LITIGATION LAWYER

November 10, 1999

Florida Department of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

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-11/19/99--01066--003
*****78.75 *****78.75

Re: Diane L. Roeder, C.P.A., P.A.

TO WHOM IT MAY CONCERN:

Enclosed are duplicate original Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover filing fees in the amount of \$35.00, cost for a certified copy in the amount of \$8.75 and cost for designation of registered agent in the amount of \$35.00.

If the Articles of Incorporation are in order, would you please cause the certified copy to be returned to the attention of the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL, CARNEY, HAYES & SILVERSTEIN, P.A.


James N. Powell

JNP/lj

Enclosures: a/s

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F. CHESNEY

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ARTICLES OF INCORPORATION
OF
DIANE L. ROEDER, C.P.A., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, and a certified public accountant, duly licensed to render 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, Chapter 62I of the *Florida Statutes*, and other laws of the State of Florida.

ARTICLE I

Name and Address

The name of the professional service corporation is DIANE L. ROEDER, C.P.A., P.A., hereinafter referred to as the Association, and its mailing address is 1811 North Belcher Road, Suite I-2, Clearwater, Florida 33765.

ARTICLE II

Duration

The Association shall have perpetual existence. Corporate existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE III

Purpose

The general nature of the business to be transacted and the purposes for which the Association is organized are:

- (a) To engage in every phase and aspect of the practice of certified public accounting services.

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

(c) To do everything necessary and proper for the accomplishment of any of the purposes or 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 Association and in general, either alone or in association with any other professional service corporation or corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes, or attainment of the objects or the furtherance of such purposes or objects of the Association.

(d) To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

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

ARTICLE IV

Capital Stock

The capital stock of the Association shall be 1,000 shares of common stock having a par value of \$1.00 per share.

All of said stock shall be payable in cash, or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of the Association.

None of the shares of the Association may be issued to anyone other than an individual duly licensed to practice certified public accounting in the State of Florida.

ARTICLE V

Voting Trusts

No shareholder of the Association shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE VI

Voting for Directors

The Board of Directors shall be elected by the shareholders of the Association at such times and in such manner as provided by the Bylaws of the Association.

ARTICLE VII

Restraint on Alienation of Shares

1. The shareholders of the Association shall have the power to include in the Bylaws any regulatory or restrictive provisions adopted by a two-thirds majority of the shareholders of the Association regarding the proposed sale, transfer or other disposition of any outstanding stock of the Association 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 Association. Every certificate representing shares which are so restricted shall state that such shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall state that the Association will furnish to any shareholder upon request and without charge a full statement of, such restrictions.

2. No shareholder of the Association may sell or transfer his stock therein except to another individual who is eligible to be a shareholder of the Association, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting, specially called for such purpose.

ARTICLE VIII

Disqualification of Shareholder

If any shareholder becomes legally disqualified to practice certified public accounting in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, he shall forthwith sever all employment with, and financial interests in, the Association.

ARTICLE IX

Initial Registered Office and Agent

The street address of the initial registered office of this Association and the name of the initial registered agent of the Association located at that address is:

Name

Address

Diane L. Roeder

1811 North Belcher Road, Suite I-2
Clearwater, Florida 33765

ARTICLE X

Incorporator

The name and street address of the person signing these Articles of Incorporation as incorporator, who is a certified public accountant, duly licensed under the laws of the State of Florida to render services as such, are as follows:

Name

Address

Diane L. Roeder

1811 North Belcher Road, Suite I-2
Clearwater, Florida 33765

ARTICLE XI

Directors

The business of the Association shall be managed by its Board of Directors. The number of directors shall be as provided in the Bylaws of the Association but shall never be less than one (1). Except as limited by these Articles of Incorporation or the Bylaws of the Association, the directors shall have all powers granted to them by the Florida Professional Service Corporation Act, or as it is thereafter amended.

ARTICLE XII

Initial Board of Directors

The initial Board of Directors of the Association shall consist of one director.

The name and address of the first Board of Directors are:

Name

Address

Diane L. Roeder

1811 North Belcher Road, Suite I-2
Clearwater, Florida 33765

ARTICLE XIII

Indemnification

The Association shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV

Bylaws

The power to adopt, alter, amend or repeal Bylaws of the Association shall be vested in the Board of Directors and the shareholders. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group except that any Bylaw adopted by the shareholders may provide that it can only be altered, amended or repealed by the shareholders.

ARTICLE XV

Amendment

The power to amend or repeal the Articles of Incorporation may be exercised in the manner provided by the Florida General Corporation Act as follows:

(a) A resolution of the Board of Directors setting forth the proposed change may be submitted to the shareholders at a shareholders' meeting, if notice of the changes to be made is given; and shall be adopted on receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon;

(b) All the directors and all the shareholders of the Association eligible to vote may sign a written statement manifesting their intention that the change shall thereby be adopted;

(c) The shareholders may amend or repeal these Articles of Incorporation without an act of the directors at a meeting for which notice of the changes to be made is given; or

(d) If no shares have been issued, these Articles of Incorporation may be amended or repealed by the affirmative vote of the majority of the directors.

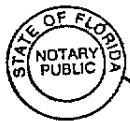
IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 8th day of November, 1999.

Diane L. Roeder
Diane L. Roeder

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 8th day of November, 1999, by **DIANE L. ROEDER**, who ☒ is personally known to me or ☐ who has produced _____ as identification and who ☐ did ☐ did not take an oath.

My Commission Expires:



TERESA L. GREGORY
My comm Exp. 1/23/00
Bonded By Service Ins
No. CC526776
☒ Personally Known ☐ Other I.D.

Teresa L. Gregory (SEAL)
Notary Public
Teresa L. Gregory
(Print Name of Notary Public on this line)

ACCEPTANCE

I hereby accept to act as Initial Registered Agent for DIANE L. ROEDER, C.P.A. P.A., as stated in these Articles of Incorporation.

Diane L. Roeder
Diane L. Roeder

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA