

# State of Florida

Secretary of State



I, Tom Adams, Secretary of State of the State of Florida,  
Do Hereby Certify That the following is a true and correct  
copy of  
Certificate of Incorporation

of

GRAY, ADAMS, HARRIS & ROBINSON, PROFESSIONAL ASSOCIATION

a corporation organized and existing under the Laws of the State of Florida,  
filed on the 26th day of August, A.D., 19 70, as shown by the records  
of this office.

Given under my hand and the Great Seal of the  
State of Florida, at Tallahassee, the Capital,  
this the 26th day of August,  
A.D. 19 70.



Handwritten signature of Tom Adams.

Secretary of State

C

ARTICLES OF INCORPORATION

OF

GRAY, ADAMS, HARRIS & ROBINSON,  
PROFESSIONAL ASSOCIATION

The undersigned subscribers to these Articles of Incorporation, each of whom is a member of the Florida Bar and an attorney duly licensed to practice law in the State of Florida, hereby associate themselves together to form a corporation under the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes, intending thereby to comply with the Integration Rule and By-Laws of the Florida Bar as promulgated by the Supreme Court of Florida.

STATE OF FLORIDA  
CLERK OF THE SUPREME COURT

AUG 26 9 08 AM '70

FILED

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be GRAY, ADAMS, HARRIS & ROBINSON, PROFESSIONAL ASSOCIATION.

ARTICLE II - GENERAL NATURE OF BUSINESS

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

A. To render professional services as attorneys duly licensed to practice law in the State of Florida, but such professional services shall be rendered only through officers, employees and agents of this professional corporation who are duly licensed under the Laws of the State of Florida and who comply with the Integration Rule and By-Laws of the Florida Bar as promulgated by the Supreme Court of Florida.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this 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 or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or

any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

#### ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

#### ARTICLE VI - ADDRESS OF CORPORATION

The initial street address of the principal office of this corporation in the State of Florida will be 401 East Robinson Street, Orlando, Florida. The Board of Directors shall

have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be four.

B. 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 three.

C. Any Director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the stockholders, for any cause deemed sufficient by such stockholders.

D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the stockholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The names and street addresses of the initial members of the Board of Directors and officers, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
J. Charles Gray	401 East Robinson Street Orlando, Florida	President and Director
Richard H. Adams, Jr.	Lake Howell Road Winter Park, Florida	Vice President, Assis- tant Treasurer and Director
Gordon H. Harris	316 Fernwood Street Orlando, Florida	Vice President, Assis- tant Secretary and Director
Richard M. Robinson	2013 Yorkshire Drive Winter Park, Florida	Treasurer, Secretary and Director

ARTICLE IX - SUBSCRIBERS TO ARTICLES

The following are the names and street addresses of the subscribers to these Articles of Incorporation, each of whom is an attorney duly licensed to practice law in the State of Florida:

<u>Name</u>	<u>Street Address</u>
J. Charles Gray	401 East Robinson Orlando, Florida
Richard H. Adams, Jr.	Lake Howell Road Winter Park, Florida
Gordon H. Harris	316 Fernwood Street Orlando, Florida
Richard M. Robinson	2013 Yorkshire Drive Winter Park, Florida

ARTICLE X - STOCKHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to practice law as attorneys in the State of Florida. No stockholder of this corporation may sell or transfer his shares of stock therein

except to another individual who is eligible to be a stockholder of this corporation. No stockholder of this corporation 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 XI - CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm or corporation. Any Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested, provided that the fact that any contract or other transaction with this corporation is for the benefit of himself or such firm, association or corporation in which he may be interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

ARTICLE XII - BY-LAWS

The stockholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition, such By-Laws may include, by unanimous decision of all the stockholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its stockholders, or in the event of the death of any of its stockholders.

ARTICLE XIII- 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, this corporation shall have all and singular the following powers:

A. To become associated, by joint venture arrangement or otherwise, with any person, firm or corporation to carry on any professional activity which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies, all in accordance with the By-Laws

adopted by the stockholders of this corporation or any agreement between the stockholders and the corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation cannot be impaired thereby.

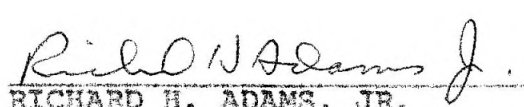
C. To enter into, for the benefit of its employees, deferred compensation plans, as follows: (1) a pension plan, (2) a profit-sharing plan, (3) a thrift and savings plan, or (4) other retirement or incentive compensation plans; provided that none of the foregoing plans shall permit compensation of non-lawyer personnel to be based on a percentage of profits.

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 30<sup>th</sup> day of August, 1970.

  
\_\_\_\_\_  
J. CHARLES GRAY (SEAL)

  
\_\_\_\_\_  
RICHARD H. ADAMS, JR. (SEAL)

Gordon H. Harris (SEAL)  
GORDON H. HARRIS

Richard M. Robinson (SEAL)  
RICHARD M. ROBINSON

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority personally appeared, J. CHARLES GRAY, RICHARD H. ADAMS, JR., GORDON H. HARRIS and RICHARD M. ROBINSON, known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged that they subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last aforesaid, this 20 day of August, 1970.

Anne L. Palub  
Notary Public

My Commission Expires:

Notary Public, State of Florida at Large  
My Commission Expires Oct. 23, 1971  
Bonded By American Fire & Casualty Co.

602357

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

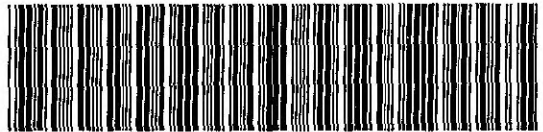
(Business Entity Name)

(Document Number)

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03 NOV 10 AM 11:32  
DIVISION OF CORPORATIONS

*DR  
11/10/03*

FILED  
03 NOV 10 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**GRAYHARRIS**  
ATTORNEYS AT LAW

GRAY, HARRIS & ROBINSON, P.A.  
SUITE 600  
301 SOUTH BRONOUGH ST. (37)  
P.O. BOX 11189  
TALLAHASSEE, FLORIDA 32302-  
TPI 850-222-7717  
TEL 850-577-9090  
FAX 850-222-3494  
FAX 850-577-3311  
WEB grayharris.com

November 10, 2003

E-MAIL ADDRESS

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32301

**Via Hand Delivery**

To Whom It May Concern:

Enclosed for filing, please find **ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION**, along with a check in the amount of **\$43.75** for the applicable filing fees and a certified copy for the following entity:

**GrayRobinson, P.A.**  
**Document Number: 602357**

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Please file **first** the **ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION** before filing the **FICTITIOUS NAME REGISTRATION**. Thank you for your assistance in this matter.

Very truly yours,



Debbie Frost  
Office Administrator

/dyf  
Enclosures

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GRAY, HARRIS & ROBINSON, P.A.

FILED  
03 NOV 10 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Byrd F. Marshall, Jr., President of GRAY, HARRIS & ROBINSON, P.A., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

**ARTICLE FIRST:** ARTICLE I of the existing Articles of Incorporation is hereby amended by deleting the existing ARTICLE I in its entirety and restating it as follows:

**"ARTICLE I - NAME**

The name of this corporation is GrayRobinson, P.A."

**ARTICLE SECOND:** These Articles of Amendment to the Articles of Incorporation shall become effective upon filing with the Florida Department of State.


**ARTICLE THIRD:** The foregoing amendment to the Articles of Incorporation reflected in Article First above was duly adopted and approved by both the Board of Directors and the shareholders of the Corporation on October 20, 2003, and the number of votes cast for the amendment was sufficient for approval.

These Articles of Amendment to the Articles of Incorporation were duly adopted in accordance with Sections 607.1003 and 607.1006 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to the Articles of Incorporation to be duly executed by its President this \_\_\_\_\_ day of November, 2003.

GRAY, HARRIS & ROBINSON, P.A.,  
a Florida corporation

By:

  
Byrd F. Marshall, Jr., President

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GRAY, HARRIS & ROBINSON, P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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GRAY, HARRIS & ROBINSON, P.A.,  
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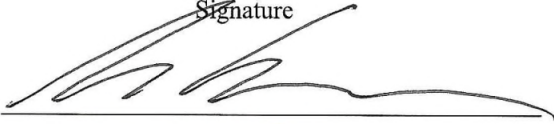
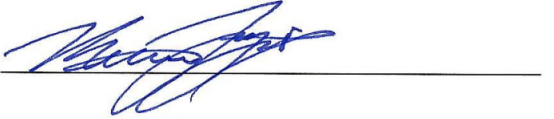
By:

  
Byrd F. Marshall, Jr., President



**EXECUTION**

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date	Printed Name	Signature
<u>11/3/25</u>	<u>Chris McCannell</u>	
<u>11/3/25</u>	<u>Kevin Jogerst</u>	
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>