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November 7, 2000

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Corporations Division
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Suncoast Bay Area Payroll Association, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation of Suncoast Bay Area Payroll Association, Inc. signed by Ruth A. D'Ambrosio for filing. Please return one copy with your time stamp showing when it was incorporated.

Our check in the amount of \$70.00 is enclosed for the filing fee and designation of registered agent.

If you have any questions regarding this, let me know.

Very truly yours,



Charles E. Schuh
ac
enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SUNCOAST BAY AREA PAYROLL ASSOCIATION, INC.

ARTICLE I - NAME

The name of this corporation is Suncoast Bay Area Payroll Association, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized to promote professionalism among payroll professionals and related personnel by providing educational opportunities for those in the payroll profession, providing networking opportunities for payroll professionals, developing better methods of handling payroll operations by payroll professionals, assisting charitable organizations by holding fund raising activities to benefit charitable organizations, become an affiliate chapter of the American Payroll Institute, Inc. (d/b/a American Payroll Association), and for the purpose of transacting any or all lawful business as a not for profit corporation incorporated under Florida law. No part of the assets or net earnings shall inure to the benefit of the directors or officers or any private individual, and no substantial part of the activities or the corporation shall involve carrying on propaganda or otherwise attempting to influence legislation or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV - NONSTOCK ORGANIZATION

This corporation shall not issue shares of stock but membership may be evidenced by a certificate of membership which

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shall contain a statement prominently upon the face of the certificate that the corporation is a nonprofit corporation. No dividends shall be paid.

ARTICLE V - PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The principal office and the initial registered office of this corporation is: 5561 24th Terrace N., St. Petersburg, Fla. 33710, and the name of the initial registered agent of this corporation at that address is: Ruth A. D'Ambrosio; the initial mailing address is P.O. Box 3395, Seminole, Fla. 33775-3395,

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this corporation is: Ruth A. D'Ambrosio, 5561 24th Terrace N., St. Petersburg, Fla. 33710.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and members as more specifically set forth in the Bylaws.

ARTICLE VIII - MANAGEMENT OF CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation. The Board of Directors shall consist of at least three persons and may be increased or decreased by change as set forth in the Bylaws. Election or appointment of the Board of Directors shall be as set forth in the Bylaws.

ARTICLE IX - AMENDMENT TO CHARTER

These Articles of Incorporation may be amended, altered, or changed by the Board of Directors only at a regular meeting or special meeting called for that purpose.

ARTICLE X - DISSOLUTION OF THE CORPORATION

Upon dissolution of the corporation, the assets of the corporation shall be distributed only to an organization which has a similar purpose and is a not for profit organization organized for exempt purposes under the U.S. Internal Revenue Code.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 6 day of November, 2000.

Ruth A. D'Ambrosio

Ruth A. D'Ambrosio

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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 for said corporation.

Ruth A. D'Ambrosio

Ruth A. D'Ambrosio

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