

Division of Corporations

Page 1 of 2

NO20000001673

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000052141 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : WALKER & FAIRBANKS, P.A.
Account Number : I20000000149
Phone : (904) 285-3204
Fax Number : (904) 280-8965

FLORIDA NON-PROFIT CORPORATION

NON-PROFIT ACCOUNTING SOLUTIONS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05/10
Estimated Charge	\$78.75

02 MAR -7 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

BM 3/8

(((H02000052141 7)))

ARTICLES OF INCORPORATION
OF
NON-PROFIT ACCOUNTING SOLUTIONS, INC.

FILED
02 MAR -7 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

Name, Offices And Term.

Section 1. Name. The name of this corporation is and shall be: NON-PROFIT ACCOUNTING SOLUTIONS, INC.

Section 2. Offices. The principal office of the corporation shall be at 217 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 32082, and the mailing address shall be Post Office Box 676, Ponte Vedra Beach, Florida 32004. The corporation may also have offices at such places as the Board of Directors may from time to time appoint or the purpose of the corporation may require.

Section 3. Term. This corporation shall have a perpetual existence unless dissolved according to law.

ARTICLE II.

Statement Of Corporation Nature.

This is a nonprofit corporation organized solely for general non profit and charitable purposes pursuant to Chapter 617 of the Florida Statutes.

This corporation is organized under a non-stock basis.

ARTICLE III.

Purposes.

Section 1. The corporation shall provide accounting services to other non profit and charitable organizations.

Section 2. In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

Section 3. The purposes for which the Corporations is organized shall be confined to those which are strictly charitable.

Section 4. The Corporation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements)

(((H02000052141 7)))

((H02000052141 7))

any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive or un-American activities.

ARTICLE IV.
Powers.

The corporation shall have all the powers set forth in Florida Statute 617.0302 unless specifically prohibited by these Articles of Incorporation.

Notwithstanding any other provision of these articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V.
Membership.

The sole class of members of this corporation shall be its Directors and such other persons of moral character who may become members by a 2/3 vote of the existing membership.

The members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE VI.
Incorporator.

The name and address of the Incorporator of these Articles of Incorporation is:

Darrel Phillips

217 Ponte Vedra Park Drive, Suite 200
Ponte Vedra Beach, Florida 32082

((H02000052141 7))

((H02000052141 7))

ARTICLE VII.

Registered Agent.

The street address of the initial registered office shall be 217 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 32082 and the name of the initial registered agent of the corporation at that address is James V. Walker.

ARTICLE VIII.

Management Of Corporate Affairs.

Section 1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be not less than three. Initially, the Board of Directors shall consist of three members, provided however, that such number may be changed (but in no event to a number less than three) by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until their successors are duly elected and qualified.

Annual meetings shall be held each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution. The Directors shall be elected at each annual meeting of the members. Each Director shall hold office for one (1) year and until his successor is elected, qualified, or until his death, resignation or removal. Directors may be re-elected to serve more than one term in office.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and bylaws of this corporation authorize the Director to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such first members of the Board of Directors are as follows:

Darrel Phillips	217 Ponte Vedra Park Drive, Suite 200 Ponte Vedra Beach, Florida 32082
Christina Phillips	217 Ponte Vedra Park Drive, Suite 200 Ponte Vedra Beach, Florida 32082
James V. Walker	217 Ponte Vedra Park Drive, Suite 200 Ponte Vedra Beach, Florida 32082

((H02000052141 7))

(((H02000052141 7)))

Seth O'Connell

217 Ponte Vedra Park Drive, Suite 200
Ponte Vedra Beach, Florida 32082

Section 2. Corporate Officers. The Board of Directors may elect a Chairman, President, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first meeting of the Board of Directors.

ARTICLE IX.

Bylaws.

Subject to the limitations contained in the bylaws, and any limitations set forth in Chapter 617, Florida Statutes, concerning corporate action that must be approved by the members, the bylaws may be altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

ARTICLE X.

Dedication Of Assets

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI.

Distribution Of Assets.

In the event of dissolution of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax codes or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, of the county in which the principal office of the corporation is then located, exclusively for such purposes.

ARTICLE XII.

Amendment Of Articles.

Amendments of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by vote of two-thirds of a quorum of members of the corporation.

(((H02000052141 7)))

(((H02000052141 7)))

ARTICLE XIII.
Miscellaneous.

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 2942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4991(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.


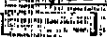
The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, or corresponding provisions of any subsequent Federal tax laws.


The undersigned, being the sole incorporator of this corporation, and being the subscriber to this corporation for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida has executed these Articles of Incorporation this 28th day of February, 2002.

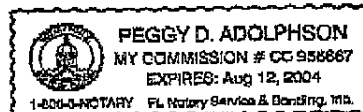

 Darrel Phillips

STATE OF FLORIDA)

COUNTY OF ST. JOHNS)

The foregoing instrument was acknowledged before me this 28th day of February, 2002, by Darrel Phillips,  who is personally known to me, or  who has produced as identification.


 Notary Public, State of Florida at Large
 Notary's Stamped or Printed Name:
 My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation at place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.

By: 
 James V. Walker, Registered Agent

G:\5355\Articles.np.inc.wpd

(((H02000052141 7)))