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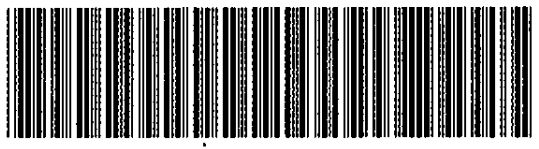
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RECEIVED  
09 FEB 24 AM 11:50  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
09 FEB 24 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PAUL P. SANFORD & ASSOCIATES, P.A.**

**Attorneys at Law**

**Paul P. Sanford**  
Attorney at Law

**Jane A. Hennessy**  
Governmental Consultant

February 24, 2009

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Florida Tax Defense, Inc.

Dear Sirs;

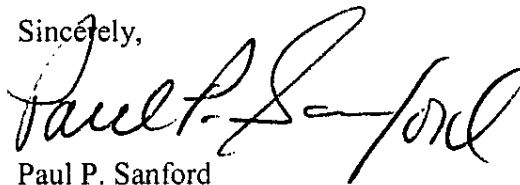
Enclosed please find the Articles of Incorporation for Florida Tax Defense, Inc. for filing. Also, please find our check for \$78.75, payable to the Florida Department of State, for the filing fees. The fee is for filing the Articles, \$35.00, the fee for the Registered Agent, \$35.00, and the fee for a certified copy of the Articles, \$8.75.

Please return the forms to:

Paul P. Sanford  
106 South Monroe Street  
Tallahassee, FL 32301

If you have any questions or comments, I trust that you will contact me.

Sincerely,



Paul P. Sanford

**ARTICLES OF INCORPORATION**

**OF**

**Florida Tax Defense, Inc.**

**(A Florida Nonprofit Corporation)**

**FILED**

**09 FEB 24 PM 12:07**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

We, the undersigned, all of whom are citizens of the United States and residents of the State of Florida, being of full age, acting as incorporators for the purposes of creating a nonprofit corporation under the Laws of the State of Florida, as contained in Chapter 617 of the Florida Statutes, as presently constituted, do hereby set forth:

**ARTICLE I**

**Corporate Name**

The name of this corporation is Florida Tax Defense, Inc.

**ARTICLE II**

**Corporate Nature**

This is a nonprofit corporation, organized solely for educational purposes pursuant to the Florida Not For Profit Corporation Act set forth in Section 617 of the Florida Statutes.

**ARTICLE III**

**Duration**

The term of existence of the corporation is perpetual.

**ARTICLE IV**

**General and Specific Purposes**

The specific and primary purposes for which this corporation is formed are:

- (a) To provide educational materials, information and instruction to the general public

and elected officials on the subject of state taxation and related issues;

(b) To promote public awareness of general tax issues that have a positive or negative impact on the public and community welfare;

(c) To sponsor educational programs for the public to increase the public's knowledge relating to general issues that have a positive or negative impact on the public and community welfare;

(d) To promote a higher standard of interest in the general issues that have a positive or negative impact on the public and community welfare; and

(e) To operate in any other manner for such educational purposes.

#### **ARTICLE V**

##### **Management of Corporate Affairs**

(a) **BOARD OF DIRECTORS.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The initial number of Directors of the corporation shall be three (3), provided, however, that such number may be changed at anytime by the Board to an uneven number not less than three (3).

The Directors named herein as the first Board of Directors shall hold office until the first annual meeting of the Board, at a time to be determined by the Board, at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the next annual meeting of the Board following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at such time and/or place or places as the Board of Directors may designate from time to time by resolution.

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 the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as Follows:

<u>Name</u>	<u>Address</u>
Paul P. Sanford.	106 S. Monroe Street Tallahassee, FL 32301
Robert E. Hawken	320 West Park Avenue Tallahassee, FL 32301
Jane A. Hennessy	106 S. Monroe Street Tallahassee, FL 32301

CORPORATE OFFICERS. The Board of Directors shall elect the following officers: President, Vice-President, and Secretary/Treasurer, and such other officers as the by-laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Paul P. Sanford, President	Robert E. Hawken., Vice President
Jane A. Hennessy Secretary/Treasurer	

## **ARTICLE VI**

### **Earnings and Activities of Corporation**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **ARTICLE VII**

### **Distribution of Assets**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

**ARTICLE VIII**

**Principal Office; Mailing Address**

The principal office and mailing address of this corporation will be at 106 South Monroe Street, Tallahassee, Florida, 32301 or such other address as the Board of Directors may from time-to-time designate.

**ARTICLE IX**

**Membership**

The corporation shall have one (1) class of members and the membership shall be limited to such individuals, corporations and associations approved by the Board of Directors. Any member may terminate its membership by notifying the Secretary of the corporation in writing 30 days prior to the effective date of such member's termination. No member shall have any rights in the operation or activities of the corporation after the effective date of such member's termination. Membership in the corporation shall not be transferable.

**ARTICLE X**

**Incorporators**

The name and residence address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Paul P. Sanford	106 South Monroe Street Tallahassee, Florida 32303

**ARTICLE XI**

**Amendment of Bylaws**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made,

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 XII**

### **Dedication of Assets**

The property of this corporation is irrevocably dedicated to educational 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 XIII**

### **Registered Agent and Office**

The address of the corporation's registered office shall be c/o 106 South Monroe Street, Tallahassee, Florida 32303, the name of its registered agent at said address shall be Paul P. Sanford whose acceptance of said designation is signified by his signature below.

## **ARTICLE XIV**


### **Amendment of Articles**


Amendments to 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.

We, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed



these Articles of Incorporation this 24th day of February, 2009.

  
Incorporator: Paul P. Sanford

  
Registered Agent: Paul P. Sanford

**FILED**  
09 FEB 24 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA