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L. Stancil Raley, CPA

4025 Wilson Avenue  
Sebring, Florida 33872

Res: (941) 382-6926

email: [lsrc@ct.net](mailto:lsrc@ct.net)

December 23, 1999

Florida Department of State  
Division of Corporations  
ATTN: New Filings Section  
409 East Gaines Street  
Tallahassee, Florida 32399

400003083894--6

-12/30/99--01012--004

\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Incorporation of L. Stancil Raley, CPA, P.A.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above referenced proposed Florida professional service corporation. Also enclosed is my check number in the amount of \$78.75, representing payment of the following:

Filing fee	\$ 35.00
Certified copy fee	8.75
Registered agent fee	<u>35.00</u>
TOTAL	<u>\$ 78.75</u>

FILED  
DEC 30 AM 10:53  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Please file the enclosed Articles of Incorporation at your earliest convenience, and return a certified copy to the undersigned. **Please note that the effective date of the corporation is specified to be 1 January, 2000.**

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,

  
L. Stancil Raley

EFFECTIVE DATE  
01-01-00

Enclosures

gk 1/5

# ARTICLES OF INCORPORATION

(Professional Corporation)

of

**L. STANCIL RALEY, CPA, P.A.**

The undersigned, who is duly licensed to practice public accountancy in the State of Florida, desiring to form a professional corporation in accordance with Chapters 621 and 607 Florida Statutes, adopts the following Articles of Incorporation:

## ARTICLE I

### CORPORATE NAME

The name of the corporation shall be L. STANCIL RALEY, CPA, P.A.

## ARTICLE II

### NATURE OF BUSINESS AND POWERS

This corporation is organized for the following purposes:

- a. To engage in the practice of public accounting as a professional corporation and to operate an accounting office for the purpose of providing public accountancy services.
- b. To own real estate and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of public accounting services.
- c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render public accounting services in the State of Florida.

**EFFECTIVE DATE**  
01-01-00

### ARTICLE III

#### EFFECTIVE DATE AND TERM OF EXISTENCE

The effective date of incorporation is specified to be January 1, 2000. The term of existence of the corporation is perpetual unless sooner terminated under the provisions of the bylaws of the corporation.

### ARTICLE IV

#### CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding is 1,000, which shall be common shares with a par value of \$1.00 per share.

### ARTICLE V

#### INITIAL PRINCIPAL OFFICE AND REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's principal office is:

L. Stancil Raley, CPA  
410 43<sup>rd</sup> Street West, Suite H  
Bradenton, Florida 34209

The address of the initial registered office of the corporation in this State is:

4025 Wilson Avenue  
Sebring, Florida 33872

The initial registered agent at the registered office is L. Stancil Raley, CPA.

### ARTICLE VI

#### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII  
INCORPORATORS

The name and post office address of the incorporator is:

L. Stancil Raley, CPA  
4025 Wilson Avenue  
Sebring, Florida 33872

ARTICLE VIII  
DIRECTORS

The Board of Directors shall consist of no less than one (1) member. The name of the initial member of the Board of Directors of this corporation and his street address is:

L. Stancil Raley, CPA  
4025 Wilson Avenue  
Sebring, Florida 33872

ARTICLE IX  
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 the Board of Directors to the Stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

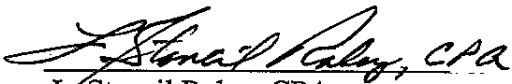
ARTICLE X  
BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 45 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of two-thirds of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI  
DISSOLUTION

The corporation may be dissolved at any time: (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 23<sup>rd</sup> day of December, 1999.

  
L. Stancil Raley, CPA

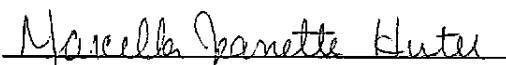
STATE OF FLORIDA  
COUNTY OF HIGHLANDS

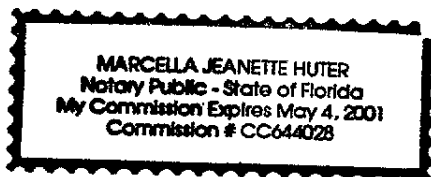
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared L. Stancil Raley, CPA, who:

- ☒ is personally known to me;
- ☐ produced \_\_\_\_\_ as identification;
- ☐ took an oath;
- ☐ did not take an oath;

and who executed the foregoing and he acknowledged before me that he executed the same.

23<sup>rd</sup> WITNESS my hand and official seal in the County and State last aforesaid this day of December, 1999.

  
NOTARY PUBLIC, State of Florida  
My commission expires: May 4, 2001



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

L. Stancil Raley, CPA  
L. Stancil Raley, CPA

12/23/99  
Date

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared L. Stancil Raley, CPA, who:

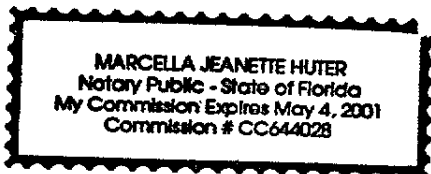
- ☒ is personally know to me;
- ☐ produced \_\_\_\_\_ as identification;
- ☐ took an oath;
- ☐ did not take an oath;

and who executed the foregoing and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 23<sup>rd</sup> day of December, 1999.

Marcella Jeanette Huter  
NOTARY PUBLIC, State of Florida

My commission expires: May 4, 2001



FILED  
99 DEC 30 AM 10:53  
TALLAHASSEE, FLORIDA