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## Florida Department of State

Division of Corporations

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## FLORIDA PROFIT CORPORATION OR P.A.

charlotte lswigler, p.a.

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**Articles of Incorporation  
of  
CHARLOTTE L. SWIGLER, P.A.**

The undersigned, **CHARLOTTE L. SWIGLER, C.P.A.**, who is duly licensed to practice accounting, in the State of Florida, desiring to form a professional corporation in accordance with the Florida Business Corporation Act ; the Florida Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the Professional Corporation is **CHARLOTTE L. SWIGLER, P.A.**

**ARTICLE II. PURPOSE**

The purpose for which the Corporation is organized is to engage in and carry on all branches of the practice of accounting within the State of Florida, and to do those things that may be ancillary, necessary or proper in connection with that practice, including, but not limited to, the following:

(A) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the professional business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.

(B) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(C) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

Prepared by:  
David F. Anderson, Esq.  
David F. Anderson, P.A.  
80 S.W. 8th Street, Suite 2804  
Miami, Florida 33130

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(D) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(E) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(F) To invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds, or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(G) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

(H) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

(I) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the Professional Service Corporation and Limited Liability Company Act as presently enacted and as may be amended or superseded by any other statute.

### ARTICLE III. DURATION

The term of existence of the Corporation is perpetual starting on the date these Articles of Incorporation are filed with the state of Florida.

### ARTICLE IV. PRINCIPAL OFFICE

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The street and mailing address of the Corporation's initial principal office is:

**CHARLOTTE L SWIGLER, P.A.**  
3430 Alba Way  
Deerfield Beach, Florida 33442

**ARTICLE V. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 80 S.W. 8<sup>th</sup> Street, Suite 2804, Miami, Florida 33130. The name of the initial CORPORATE registered agent at that address is **DAVID F. ANDERSON, P.A.**

**ARTICLE VI. PROFESSIONAL SERVICES**

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice Accounting within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by the Corporation, acting through its duly elected officer, and no non-shareholder officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any Client. This provision shall not be applicable to the extent it conflicts with the law or the Professional Rules of Conduct Regarding Certified Public Accountants.

**ARTICLE VII. INCORPORATORS**

The name and address of the each incorporator is:

**CHARLOTTE L. SWIGLER, C.P.A.**  
3430 Alba Way  
Deerfield Beach, Florida 33442

**ARTICLE VIII. DIRECTORS**

The initial Board of Director(s) shall consist of one (1) member(s). The name(s) and address(es) of the Board of Director(s) and initial officer(s) is/are:

Name:  
**CHARLOTTE L. SWIGLER**.....Director/President/Secretary  
3430 Alba Way  
Deerfield Beach, Florida 33442

**ARTICLE IX. CAPITAL STOCK**

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$1.00 per share.

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None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice accounting in the State of Florida.

#### ARTICLE X. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting specially called for that purpose. If any shareholder becomes legally disqualified to practice Law in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

#### XI. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

#### XII. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified from office solely because the director or officer dealt or contracted with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way

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interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed to the members of the board present at any meeting of the Board of Directors at which action on the transaction is taken. The transaction must be authorized by an affirmative vote of the a majority of the directors who have no direct or indirect interest in the transaction. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction. No interested director may vote to authorize, ratify, or approve the transaction. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary, his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

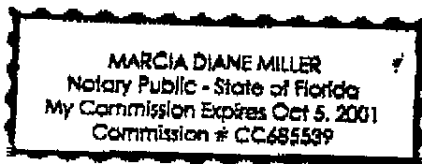
IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation on June 5, 2000.


  
CHARLOTTE L. SWIGLER

STATE OF FLORIDA  
COUNTY OF BROWARD

On this 5 day of June 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared **CHARLOTTE L. SWIGLER** who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of **CHARLOTTE L. SWIGLER, P.A.** and who duly acknowledged to me that he signed said Articles of Incorporation as the incorporator of said Corporation.

Witness my hand and seal of office on the day and year aforesaid.



  
Notary Public State  
of Florida at Large

[Notarial Seal]

My Commission Expires: 10/5/01

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic professional service corporation

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named in the foregoing Articles of Incorporation.

David F. Anderson, P.A.



By: David F. Anderson, Esq.  
For the Firm

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