

- 2002 UNIFORM BUSINESS REPORT (UBR)**FILED**
May 19, 2002 8:00 am
Secretary of State

05-19-2002 90159 042 ***150.00

DOCUMENT # P01000092367

1. Entity Name

SIGNATURE CONSULTING GROUP, INC.

Principal Place of Business

**6065 NW 167 STREETS
SUITE B-1
MIAMI FL 33309**

Mailing Address

**6065 NW 167 STREETS
SUITE B-1
MIAMI FL 33309**

2. Principal Place of Business

3. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

4. FEI Number

65-1145543

Applied For

Not Applicable

5. Certificate of Status Desired ☐**\$8.75** Additional
Fee Required

6. Name and Address of Current Registered Agent

**GREENBERG, JOEL E
1242 N UNIVERSITY DR
PLANTATION FL 33322**

7. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

City

FL

Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

9. This corporation is eligible to satisfy its Intangible
Tax filing requirement and elects to do so.
(See criteria on back) ☒**FILE NOW!!! FEE IS \$150.00
After May 1, 2002 Fee will be \$550.00
Make Check Payable to Department of State**10. Election Campaign Financing
Trust Fund Contribution. ☐**\$5.00** May Be
Added to Fees

11. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> Delete
	D			
	COOPER, TOMMIE	6065 N.W. 167 STREETS SUITE B-1	MIAMI FL 33309	

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> Delete
	S/T			
	FERGUSON, HELEN SMITH	6065-NW167 ST B1	MIAMI FLA 33045	

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> Delete

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> Delete

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> Delete

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> Delete

12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> Change	<input type="checkbox"/> Addition

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> Change	<input type="checkbox"/> Addition

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> Change	<input type="checkbox"/> Addition

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TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> Change	<input type="checkbox"/> Addition

13. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 11 or Block 12 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *Tommie Cooper*

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

4/24/02 (954) 560-3213

CR2E034 (9/01)

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From the desk of
Tommie Cooper, President

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Signature Consulting Group Inc.
1291 A South Powerline Road, #124
Pompano Beach, Florida 33069

Date: 11/16/01

Ref: Board of Directors Meeting

On Oct. 10, 2001 a board of Directors meeting was held, during the meeting Mrs. Helen Smith Ferguson was unanimously appointed as Secretary and treasurer for **SIGNATURE CONSULTING GROUP INC.** Subsequent to this appointment, the President and CEO directed that Mrs. Ferguson be given the official corporate title as Chief Financial Officer (CFO).

In this title and capacity Mrs. Ferguson was given the authority to open and close bank accounts, sign corporation operations and payroll accounts checks, drafts, wire transfers, notes, made payable to the name of the corporation signed by the president, and all other Financial business on behalf of **SIGNATURE CONSULTING GROUP INC.** Congratulations in your new appointment.

Personal Data

Helen Smith Furguson

DOB 12/30/1977

FI#622397779700

SSN#267-89-0959

Best regards,

Tommie Cooper, CEO/President

SIGNATURE CONSULTING GROUP INC.

Fax: (954) 968-8015

Ph: (954) 560-3213 E mail: CooperSignature@aol.Com

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MINUTES OF ORGANIZATIONAL MEETING OF DIRECTOR(S)

The first meeting of the board of directors of SIGNATURE CONSULTING GROUP, INC., was held at 3260 NW 63rd Street, Ft. Lauderdale Florida, on the 10th day of October, 2001, pursuant to call and notice by the acting secretary.

The meeting was called to order by Tommie Cooper, the sole director as elected by the shareholders of the corporation.

By motion duly made, seconded, and carried, Tommie Cooper was chosen as chairman and Helen L. Ferguson was chosen as secretary of the meeting. The positions were accepted by the persons who then proceeded to carry out their duties.

The chairman announced that the meeting was to be held in compliance with Florida Statutes.

The Secretary presented a proposed form of bylaws for the regulation and management of the affairs of the Corporation, the bylaws having been approved by the shareholders, which was read, section by section. Upon motion duly made, seconded, and unanimously carried, the following resolution was passed:

RESOLVED that the proposed bylaws as adopted by the incorporators be adopted as the rules of the Corporation.

The chairman called for the nomination of officers. The following persons were nominated for officers of the corporation, to serve for the term provided in the bylaws:

President/Vice President: Tommie Cooper
Secretary/Treasurer: Helen L. Ferguson

Upon motion duly made, seconded, and approved, the nominees were elected by acclamation to serve for the term provided in the bylaws.

The secretary presented a corporate seal conforming to the provisions of Florida Statutes and the bylaws of the corporation, the seal making the following impression.

(SEAL)

Upon motion, duly made, seconded, and carried, it was

RESOLVED that the seal presented to this meeting be and it is hereby adopted as

the seal of this corporation.

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The secretary presented a form of certificate representing shares of the corporation. Thereupon, upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED that the certificates representing the shares of this corporation shall be in the form of the specimen certificate presented and shall be inserted in the minute book immediately following the minutes of the meeting.

Upon motion made, seconded, and carried it was

RESOLVED that the treasurer be directed to open a bank account and deposit funds of the corporation with _____. All drafts, checks, and notes of the corporation, payable on said account are directed to be made in the name of the corporation, signed by the President and/or the Treasurer of the corporation.

The treasurer presented a banking resolution required by _____, and, upon motion duly made, seconded, and unanimously carried it was directed that any and all resolutions required by _____ to effect the banking arrangements are authorized to be signed by the President and Treasurer and adopted as the actions of the Board of Directors.

The chairman then submitted statements for services rendered by the attorney and accountant and indicated that said amounts were due and owing. Upon motion duly made, seconded, and carried, the treasurer was directed to pay from the corporate funds, the total expenses of organizing the corporation, approval being given for the statements for professional services rendered by Joel E. Greenberg, Esq., counsel for the corporation and Lauren Puritz, CPA, accountant for the corporation.

The chairman stated that prior to the filing of the articles of incorporation with the Secretary of State, subscriptions to the shares of the corporation had been executed as follows:

<u>Name</u>	<u>Shares</u>	<u>Consideration</u>
Tommie Cooper	50	Work provided to company

The chairman further stated that he was advised that under the laws of the State of Florida, the filing of the articles of incorporation by the Secretary of State constituted acceptance by the corporation of all existing subscriptions to its shares, and that it was in order for the board of directors to determine the time and manner of payment of such subscriptions. The directors determined that the consideration offered for the shares was reasonable and worth the number of shares for which it was offered and that it was in the best interest of the corporation to accept said

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offers. UPON motion duly made, seconded, and carried, it was

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RESOLVED that the directors of the corporation have determined that the consideration offered was of a value at least equal to the full par value of the stock to be issued; that each offer be accepted and that upon delivery to the corporation of the total consideration offer, than an appropriate stock certificate be immediately issued in favor of the offeror, said certificate to reflect the ownership of the shares purchased; and that each offeror then constitute the shareholders of the corporation.

The chairman then presented to the directors the question of taking advantage of the provisions of Section 1244 of the Internal Revenue Code of 1978, as amended. He noted that this section permitted ordinary loss treatment when either the holder of Section 1244 stock sells or exchanges such stock at a loss or when such stock becomes worthless. After the discussion, the following resolutions were unanimously adopted.

RESOLVED, that

WHEREAS, the tax laws of the United States have undergone substantial revision under the Tax Reform Act of 1976, the 1977 Technical Corrections Act, substantial changes in 1986, and other acts passed by Congress; and

WHEREAS, prior to the Revenue Act of 1978, Section 1244 of the Internal Revenue Code and the regulations issued thereunder required that common stock of a corporation be issued pursuant to a written plan adopted by the corporation after June 30, 1958, which plan was required to offer only such common stock during a period specified in the plan ending not later than two (2) years after the plan was adopted; and

WHEREAS, prior to the Revenue Act of 1978, Section 1244 and the regulations issued under such section further required that the plan specifically state, in a dollar amount, the maximum amount to be received by the corporation in consideration of the stock to be issued and that such stock be issued only for money or property other than stock and securities; and

WHEREAS, the directors are concerned over any future modifications of Section 1244 as presently enacted and desire to safeguard the corporation's 1244 election by complying with prior law as well as present law; and

WHEREAS, the corporation qualifies as a small business corporation as defined in Section 1244; and

WHEREAS, pursuant to the provisions of Section 1244 and the regulations issued

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thereunder the following plan has been submitted to the corporation by the Board of Directors of the corporation:

PLAN TO ISSUE SECTION 1244 STOCK

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1. The plan as herein set forth, upon its adoption by the Board of Directors of the corporation, shall be effective immediately.
2. The corporation is authorized to offer and issue up to ___ shares of common stock under this plan, from the date of this meeting up and until ____, ____, or to the date when the corporation shall make a subsequent offering of any stock, whichever shall sooner occur, at a par value of \$0.00 per share.
3. During the period stated above, the corporation shall offer and issue the common stock.
4. The maximum amount to be received by the corporation in consideration of the stock to be issued pursuant to this plan shall be a maximum of _____ Dollars (\$_____) and the equity capital of the corporation shall not exceed _____ Dollars (_____).
5. The common stock shall be issued only for money and other property susceptible to monetary valuation, other than capital stock, securities, or services rendered.
6. Any stock options granted during the life of this plan which apply to issuable stock under this plan shall apply solely to such stock and to no other and must be exercised within the period in which the plan is effective.
7. Such other action shall be taken by the corporation as shall qualify the stock offered and issued under this plan as "Section 1244 Stock," as such term is defined in the Internal Revenue Code, as amended, and the regulations issued thereunder.

Thereupon, on motion duly made, and seconded, the following resolutions were unanimously adopted:

RESOLVED that the above plan to issue Section 1244 stock is adopted by the corporation; and

FURTHER RESOLVED that the proper officers of the corporation are authorized, empowered, and directed to do and perform any and all acts and deeds necessary to carry out this plan.

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The chairman then called upon Joel E. Greenberg, Esq., counsel for the corporation, to discuss the desirability of electing to be taxed as an "S" corporation ("small business corporation") under Section 1362, Internal Revenue Code. After a thorough discussion and upon advice of counsel, the following resolutions were duly made, seconded, and approved:

RESOLVED that the corporation does elect to be taxed as a small business corporation for income tax purposes under the provisions of Section 1362, Internal Revenue Code as it hereafter exists or is subsequently amended. FURTHER RESOLVED that the officers of this corporation are to obtain and file within the time required by law, the consent of all shareholders of this corporation to this election and further do such other acts and deeds as may from time to time be required to fully comply with the requirements of Section 1362, Internal Revenue Code.

FURTHER RESOLVED that the officers of this corporation are authorized and directed to execute and file with the Internal Revenue Service any and all proper forms or documents required or necessary, including Form 2553 of the United States Treasury Department, Internal Revenue Service, for this corporation to be taxed as a small business corporation, an "S" corporation under the Internal Revenue Code.

FURTHER RESOLVED that the secretary of the corporation is directed to attach a copy of Form 2553, "Election by Small Business Corporation," to these minutes at the time the form is filed with the Internal Revenue Service.

The chairman then called on the corporate accountant, Lauren Puritz, CPA, to discuss the advisability of electing the provisions of Section 248, Internal Revenue Code, which permits the treatment of certain organizational expenditures as deferred expenses over a five year or greater period.

Upon motion duly made and seconded, the following resolution was approved.

ELECTION OF SECTION 248

WHEREAS, Section 248 and the regulations of the Internal Revenue Code requires an affirmative election to treat certain organizational expenses as deferred expenses over a period of not less than 60 months; and

WHEREAS, the minimum 60 month period must begin with the month in which the corporation commences its business as further defined in Section 248 and subsequent regulations, Internal Revenue Code; and

WHEREAS, the directors of the corporation wish to utilize the election of Section

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248 deferred expenses; it is

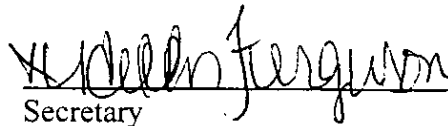
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RESOLVED that the corporation hereby elects to amortize its organizational expenditures over a period of 60 months or five years commencing with the month of October, 2001.

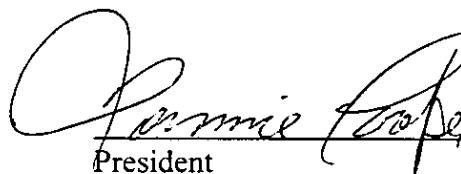
FURTHER RESOLVED that the officers of the corporation are directed to prepare a statement and attach same to the corporate return for the 2001 taxable year.

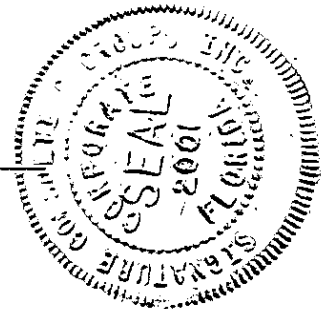
There being no further or other business to come before the meeting, on motion duly made, seconded, and carried, the meeting was adjourned.

DATED: October 10, 2001.


Secretary

APPROVED:


President





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Florida Profit

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SIGNATURE CONSULTING GROUP, INC.

PRINCIPAL ADDRESS

6065 NW 167 STREETS
SUITE B-1
MIAMI FL 33309
Changed 10/31/2001

MAILING ADDRESS

6065 NW 167 STREETS
SUITE B-1
MIAMI FL 33309
Changed 10/31/2001

Document Number
P01000092367

FEI Number
651145543

Date Filed
09/20/2001

State
FL

Status
ACTIVE

Effective Date
NONE

Registered Agent

Name & Address
GREENBERG, JOEL E 1242 N UNIVERSITY DR DANIA BEACH FL 33322

Officer/Director Detail

& Address	Title
COOPER, TOMMIE 6065 N.W. 167 STREETS SUITE B-1	D

Annual Reports

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Report Year	Filed Date	Intangible Tax
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936584

Previous Filing

Return to List

Next Filing

No Events

No Name History Information

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[View Document Image\(s\)](#)

THIS IS NOT OFFICIAL RECORD; SEE DOCUMENTS IF QUESTION OR CONFLICT

Corporations Inquiry

Corporations Help