

# PO2000030800

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-03/14/02--01029--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: UR ACCOUNTING SERVICES INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: C. L. HAMILTON  
Name (Printed or typed)  
1901 NW 1ST Avenue  
Address  
Pompano Beach, FL 33060  
City, State & Zip  
954-943-9313  
Daytime Telephone number

02 MAR 14 AM 9:36  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

D. WHITE MAR 21 2002  
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02 MAR 14 AM 9:36

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**

**UR ACCOUNTING SERVICES, INC**

The undersigned, acting as incorporators of a corporation under the Corporation act. of the laws of the State of Florida adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I                      NAME**

The name of the corporation is and shall be hereinafter known as UR Accounting Services. Inc.

**ARTICLE II                      PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 101 N. State Road 7, Margate, FL 33063.

**ARTICLE III                      PURPOSE**

The period of the duration of this corporation shall be perpetual. The purposes for which this corporation is formed and organized are as follows.

The corporation is organized and shall be operated exclusively for accounting purposes. In order to accomplish those objectives and to implement them, the corporation shall also have the power to do each and every one of the following.

- A. To aid, support, maintain or assist, by supplying the Internal Revenue Service with all copies of tax information when audited.
- B. To establish, maintain, operate, and control, directly or indirectly accounting temps. offering consultation, correspondence in instruction and training in all fields of accounting.

To have and maintain such office or offices and related equipment as are necessary, convenient or expedient to administer the affairs to said corporation in the furtherance of the above mentioned purpose (s) and to do any and all other acts in compliance with the Internal Revenue Code (s) and the State of Florida in order to effectively receive, administer, manage, operate, disburse and control funds and or property of any nature which the corporation may have, all in the furtherance of the above mentioned exclusive purpose (s) of said corporation.

**ARTICLE IV- A                      SHARES**

The number of shares of stock is 100.

## **ARTICLE IV -B      MANNER OF ELECTION**

Section 1. **Function.** All corporate powers shall be exercised by or under the authority of the board of directors. The business and affairs of the corporation shall be mandated under the direction of the board of directors.

Section 2. **Qualification.** Directors are not required to be either residents of this state or shareholders of this corporation.

Section 3. **Compensation.** The board of directors shall have authority to fix the compensation of directors.

Section 4. **Presumption of Assent.** A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she either votes against the action or abstains from voting because of an asserted conflict of interest.

Section 5. **Number.** This corporation shall have one (1) director

Section 6. **Election and Term.** Each person named in the articles of incorporation as a member of the initial board of directors shall hold office until the first annual meeting of shareholders, until (his)(her) successor has been elected and qualified, or until (his)(her) resignation, removal from office, or death.

At the first annual meeting of shareholders and at each annual meeting thereafter, the shareholders shall elect directors to hold office until the next annual meeting. Each director shall hold office for a term for which (he)(she) is elected until (his)(her) successor is elected and qualified or until (his)(her) earlier resignation, removal from office or death.

Section 7. **Vacancies.** Any vacancy occurring in the board of directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, although less than quorum of the board of directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders or (his)(her) earlier resignation, removal from office, or death.

Section 8. **Removal of Directors.** At a meeting of shareholders called expressly for that purpose, any director or the entire board of directors may be removed, with or without cause, by a vote of the holders of the shares then entitled to vote at an election of directors.

Section 9. **Quorum and Voting.** A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall constitute the act of the entire board of directors.

Section 10. **Executive and Other Committees.** By resolution adopted by a majority of the full board of directors, the board of directors may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution, shall have and may exercise all the authority of the board of directors, except as is provided by law.

Section 11. **Place of Meeting.** Regular and special meetings of the board of directors shall be held at place of business

**Section 12. Time, Notice, and Call of Meetings.** Regular meetings of the board of directors shall be held without notice on December 1<sup>st</sup>. Written notice of the time and place of special meetings of the board of directors shall be given to each director by either personal delivery, telegram, or cablegram, or by mailed notice at least 20 days before the meeting.

Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of that meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business, such objection having been based on the meeting not having been lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of that meeting.

Even if not constituting a quorum, a majority of the directors present may adjourn any meeting of the board of directors to another time and place. Notice of the next meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the next meeting are announced at the time of the adjournment, to the other directors.

Meetings of the board of directors may be called by the chairperson of the board, by the president of the corporation, or by any directors.

Members of the board of directors may participate in a meeting of the board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by this means will be equivalent to participating in person at a meeting.

**Section 13. Action Without a Meeting.** Any action of the board of directors or of one of its committees may be taken without a meeting if written consent describing the action to be taken and signed by all the directors or all the members of the committee is filed with the minutes of the proceeding of the board or of the committee. The consent shall have the same effect as a unanimous vote.

#### **ARTICLE V**

#### **INITIAL DIRECTOR - ONLY 1**

Betty Jean Hamilton  
CEO

of

1901 NW 1<sup>st</sup> Avenue  
Pompano Beach, FL 33060  
SSN: 050-60-9568

#### **ARTICLE VI**

#### **INITIAL REGISTERED AGENT**

The name and Florida Street Address of the registered agent is

C. L. Hamilton  
1901 NW 1<sup>st</sup> Avenue  
Pompano Beach, FL 33060

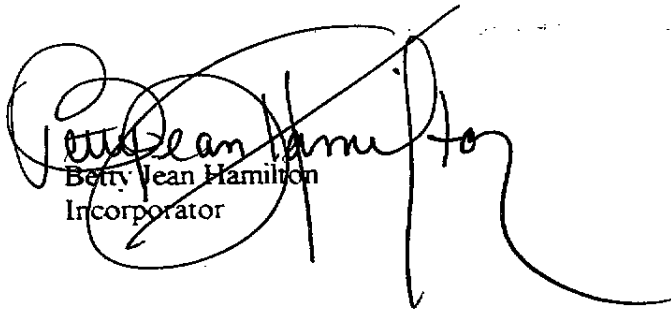
ARTICLE VII

INCORPORATION

The name and address of the Incorporator is:

Betty Jean Hamilton  
1901 NW 1<sup>st</sup> Avenue  
Pompano Beach, FL 33060

These Articles of Incorporation are hereby dated and executed this 1<sup>st</sup> day of  
March, 2002.

  
Betty Jean Hamilton  
Incorporator

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02 MAR 14 AM 9:36

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE**

SECRETARY OF STATE  
RECEIVED FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under laws of the state of Florida, submits the following statement in designating the registered agent, in the state of Florida.

1. The name of the corporation is: UR Accounting Services, Inc.
2. The name and address of the registered agent is:

C. L. Hamilton  
1901 NW 1<sup>st</sup> Avenue  
Pompano Beach, FL 33060

Signature: C. L. Hamilton

Title: REGISTERED AGENT

Date: MARCH 1, 2002

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 appointment as registered agent.

Signature: C. L. Hamilton

Date: MARCH 1, 2002

**REGISTERED AGENT FILING FEE: \$35.00**