

# PD2000083627

TRANSMITTAL LETTER

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

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-08/01/02--01016--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT: DUANE G. BIRO, INC.**

(PROPOSED CORPORATE NAME-MUST INCLUDE SUFFIX)

☒ Effective date requested August 1, 2002

Enclosed please find the original and two (2) copies 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**

Submitted by:

ACCESS ACCOUNTING, INC.  
GLENDA MYERS  
432 SW LAKEHURST DRIVE  
PORT SAINT LUCIE, FLORIDA 34983  
PHONE (772) 336-5477

FILED  
02 AUG - 1 PM 4:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ARTICLES OF INCORPORATION

OF

### DUANE G. BIRO, INC.

The undersigned, acting as incorporator for the purpose of forming a Corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

#### ARTICLE I - NAME

The name of the corporation shall be **DUANE G. BIRO, INC.**, (hereinafter referred to as "Corporation").

#### ARTICLE II - PRINCIPAL OFFICE & MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be:

2002 SE W Dumbrooke Circle  
Port Saint Lucie, Florida 34952

#### ARTICLE III - PURPOSE OF CORPORATION

This Corporation shall engage in any business or activity legally permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV - SHARES

IV-1 the Corporation is authorized to have outstanding at any given time, a maximum of **One Thousand (1,000)** shares of common stock, with each share having a par value of **One Dollar (\$1.00)**. Stock shares shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value. The following shares shall be issued initially:

**Duane G. Biro**

**100 Shares**

IV-2 The Corporation elects to have preemptive rights so that the shareholder(s) of the Corporation have the right to acquire proportional amounts of the Corporation's unissued shares, upon the decision of the Board of Directors to issue them. Such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

IV-3 All common stockholders shall be identical with each other in every respect, and shall be entitled to have unlimited voting rights on all shares, and be entitled to one vote for each share on all matters on which the shareholder(s) have the right to vote.

IV-4 All common stockholders, upon dissolution of the Corporation, shall be entitled to receive the net assets of said Corporation.

#### **ARTICLE V - DIRECTORS/OFFICERS**

The Directors/Officers of the Corporation shall be:

Director(s):	Duane G. Biro
President:	Duane G. Biro
Vice-President:	Duane G. Biro
Secretary:	Duane G. Biro
Treasurer:	Duane G. Biro

whose addresses shall be the same as the Corporation's principal office.

#### **ARTICLE VI - INITIAL REGISTERED AGENT**

The name and address of the initial registered agent is:

Access Accounting, Inc.  
432 SW Lakehurst Drive  
Port Saint Lucie, Florida 34983

#### **ARTICLE VII - INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Glenda F. Myers  
432 SW Lakehurst Drive  
Port Saint Lucie, Florida 34983

	<u>7-23-02</u>
Glenda F. Myers	Date

#### **ARTICLE VIII - TERM OF EXISTENCE**

The life of the Corporation shall be perpetual unless otherwise amended at a later date by the Board of Director(s).

### **ARTICLE IX - EFFECTIVE DATE**

The effective date of these Articles of Incorporation shall be August 1, 2002.

### **ARTICLE X - BYLAWS**

The Bylaws of the Corporation shall be established at the first meeting of the Board of Director(s). These Bylaws may be amended or rescinded by majority vote of the Board of Director(s) from time to time.

### **ARTICLE XI - BOARD OF DIRECTORS MEETINGS**

Meetings of the Shareholders, Directors and Officers may be conducted, upon proper notice, by telephone or facsimile should the Shareholders, Directors and/or Officers be unable to physically attend.

### **ARTICLE XII - SUB-CHAPTER S ELECTION**

XII-1 The Corporation reserves the right to elect to be an S Corporation, as provided in the Sub-chapter S provision of the U.S. Internal Revenue Code.

XII-2 The shareholder(s) of this Corporation, if elected, shall continue such election to be an S Corporation as provided in the Sub-chapter S provision of the U.S. Internal Revenue Code, unless the shareholder(s) of the Corporation unanimously agree otherwise in writing.

XII-3 Once this Corporation's election to be a Sub-chapter "S" has been accepted by the Internal Revenue, no shareholder of this Corporation, without the written consent of all shareholder(s), shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election, as provided in the Sub-chapter S provision of the U.S. Internal Revenue Code.

### **ARTICLE XIII - CORPORATION AUTHORITY**

The corporation shall have the same authority as an individual to function as necessary to carry out its business and affairs, limited only by any/all restrictions imposed by applicable law and/or these Articles of Incorporation.

### **ARTICLE XIV - AMENDMENT**

The Corporation reserves the right to alter or repeal any provision contained in, or amendment to, these Articles of Incorporation, now or hereafter, as permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholder(s) in these Articles of Incorporation or any amendment hereto, are granted subject to this reservation.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

**The name of the corporation is:**

DUANE G. BIRO, INC.

**The name and address of the registered agent is:**

Access Accounting, Inc.  
432 SW Lakehurst Drive  
Port Saint Lucie, Florida 34983

*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.*

Access Accounting, Inc.

By: Glenda F. Myers  
Glenda F. Myers, President