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01/13/03--01001--001 **78.75

FILED

03 JAN 17 PM 12:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-10

RECEIVED

03 JAN 10 PM 2:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cooper Byrne Blue & Schwartz LLC
Requestor's Name

1358 Thomaswood Dr.
Address

Tallahassee FL 32308 850-553-4342
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Advanced Payroll Services, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 13, 2003

COOPER BYRNE BLUE & SCHWARTZ LLC

SUBJECT: ADVANCED PAYROLL SERVICES, INC.
Ref. Number: W03000001034

We have received your document for ADVANCED PAYROLL SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 903A00001624

**ARTICLES OF INCORPORATION
OF**

Advanced Payroll Services, Inc. of Tallahassee

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

Name

The name of this Corporation shall be **ADVANCED PAYROLL SERVICES, INC.**
OF TALLAHASSEE.

ARTICLE II

Purpose

This Corporation shall be organized for the purpose of engaging in any business which is lawful under the laws of the State of Florida.

ARTICLE III

Agent

The registered agent of this Corporation shall be Rachel N. Cooper. The address of the registered agent shall be 3210 Lisa Court, Tallahassee, Florida 32312.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The initial street address and mailing address of the principal office of this Corporation shall be 3210 Lisa Court, Tallahassee, Florida 32312.

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03 JAN 17 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of one million (1,000,000) shares of voting common stock having a par value of one cent (\$0.01) each.

ARTICLE VII

Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall not have the preemptive right to purchase new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

ARTICLE VIII

Directors

This Corporation shall have no less than one (1) director. The number and requirements for qualification of directors shall be as set forth in the by-laws of the Corporation.

ARTICLE IX

Incorporators

The name and address of the Incorporator are: Rachel N. Cooper, 3210 Lisa Court, Tallahassee, Florida 32312.

ARTICLE X

Officers

The officers of the Corporation shall be a president, who shall be the chief executive officer, and a chief financial officer, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or as determined by the Board of Directors.

ARTICLE XI

Indemnification

The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director or officer of the Corporation, or is, or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, to the full extent permitted under Chapter 607, Florida Statutes, or its successor statute.

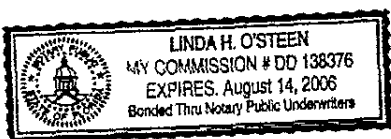
Indemnification as provided hereunder shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his heirs, executors, administrators and assigns.

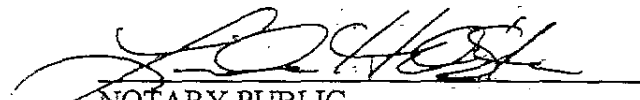
IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 9th day of January, 2003, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby makes and files in the Office of the Secretary of the State in the State of Florida the Certificate of Incorporation and certifies that the facts herein stated are true.


RACHEL N. COOPER, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared Rachel N. Cooper, and being first duly sworn and upon her oath, stated that she signed the above Articles of Incorporation for the conditions and purposes therein expressed this 9th day of January, 2003. She is (X) personally known to me or () produced _____ as identification.




NOTARY PUBLIC
My commission expires:

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617, Florida Statutes, the undersigned nonprofit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **ADVANCED PAYROLL SERVICES, INC.** OF
TALLAHASSEE.
2. The name and address of the registered agent and office is:

<u>Rachel N. Cooper</u> (NAME)	FILED 03 JAN 17 PM 12:51 SECRETARY OF STATE TALLAHASSEE, FLORIDA
<u>3210 Lisa Court</u> (P.O. BOX <u>NOT</u> ACCEPTABLE)	
<u>Tallahassee, Florida 32312</u> (CITY/STATE/ZIP)	

SIGNATURE Rachel N. Cooper
TITLE Incorporator
DATE 1-9-03

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.

SIGNATURE Rachel N. Cooper
DATE 1-9-03
REGISTERED AGENT FILING FEE: \$35.00