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03 MAY -8 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

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

SUBJECT: American Compensation 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: James Russell  
Name (Printed or typed)

299 Pradera St.  
Address

St. Augustine, Florida 32086  
City, State & Zip

386-527-8995  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF  
AMERICAN COMPENSATION SERVICES, INC.**

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TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

The name of this corporation shall be AMERICAN COMPENSATION SERVICES, INC.

**ARTICLE II**

Purpose

This corporation is organized for the following purpose;

(a) This corporation may engage or transact in staff management and consulting, and any or all lawful activities, and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) For the purpose of transacting any or all other lawful business.

**ARTICLE III**

Capital Stock

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

**ARTICLE IV**

Preemptive Rights

There shall be no preemptive rights.

## **ARTICLE V**

### **Corporate Duration**

This corporation shall have perpetual duration unless sooner dissolved by law.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is 7545 South Tropical Trail, Merritt Island, Florida 32952, c/o Harry Lee and the name of the initial registered agent of this Corporation at that address is Harry Lee.

## **ARTICLE VII**

### **Initial Board of Directors**

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the Board of Directors pursuant to the By-Laws but shall never be less than three (3). The names and addresses of the initial directors of this Corporation are as follows:

James T. Russell  
299 Pradera Street  
Saint Augustine, Florida 32086

Luann M. MacMahon  
25 Flamingo Drive  
Saint Augustine, Florida 32080

Harry I. Lee  
P.O. Box 372346  
Satellite Beach, Florida 32937

## **ARTICLE VIII**

### **By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE IX**

### **Indemnification**

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## **ARTICLE X**

### **Special Provisions**

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a precedent to holding an office of directorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the corporation or which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in any way interested.

## **ARTICLE XI**

### **Incorporator**

The name and address of the person signing these Articles is as follows:

James T. Russell  
299 Pradera Street  
Saint Augustine, Florida 32086

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Harry Lee  
Registered Agent

5/6/03

Date



James T. Russell  
Incorporator

5/6/03

Date

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