

OCT 30 2003 2:24 PM

2003

.1

Division of Corporations

Page of

PO3000122580

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000307492 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : ROBERT J. HUTCHINS
Account Number : I19990000126
Phone : (407) 645-2377
Fax Number : (407) 645-0945

FLORIDA PROFIT CORPORATION OR P.A.

David Ray, CPA, PA

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 OCT 31 AM 9:43

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

TS
10/31/03

H03000307492 3

ARTICLES OF INCORPORATION

The undersigned incorporator and subscriber to these articles of incorporation adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I-NAME

The name of the professional corporation is: David Ray, CPA, PA

ARTICLE II-ADDRESS

The street address of the initial principal office and mailing address of the professional corporation is: 2874 Forest Mill Lane, Jacksonville, Florida 32257.

ARTICLE III-PURPOSE

The professional corporation is formed to engage in every phase and aspect of the practice of Public Accountancy. In addition, the corporation may invest the funds of the corporation in real estate mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV-TERM OF EXISTENCE

The professional corporation is to exist perpetually.

ARTICLE V-CAPITAL STOCK

The professional corporation shall have the authority to issue 10,000 shares of common capital stock with a par value of \$.01 per share.

None of the shares of the professional corporation may be issued to anyone other than individuals, professional corporations or professional limited liability companies duly licensed or otherwise legally authorized to practice Public Accountancy in the State of Florida. Further the shares of the professional corporation shall be issued only in accordance with the Rules and other pronouncements of the Florida Board of Accountancy or any successor entity.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the professional corporation is 400 North Wymore Road, Suite 110, Winter Park, Florida 32789 and the name of the initial registered agent of the corporation at that address is Robert J. Hutchins.

ARTICLE VII-DIRECTORS

The professional corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholder(s). Each of the said directors shall be of legal age and shall be duly licensed as a Certified Public Accountant in the State of Florida.

ARTICLE VIII-INITIAL DIRECTOR

The name and street address of the member of the first board of directors is:

David Ray, CPA

2874 Forest Mill Lane, Jacksonville, Florida 32257

H03000307492 3

FILED
03 OCT 31 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H03000307492 3

ARTICLE IX-SUBSCRIBER

The name and street address of the person signing these articles of incorporation as subscriber is:

Robert J. Hutchins 400 North Wymore Road, Suite 110, Winter Park, Florida 32789

ARTICLE X-RESTRAINT ON ALIENATION OF SHARES

The stockholders of the professional corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the stockholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its stockholders, or in the event of death of any of its stockholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the stockholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No stockholder of the corporation may sell or transfer stock in the corporation except to another individual, professional corporation, or professional limited liability company who is eligible to be a stockholder of the corporation, and the sale or transfer may be made only after it has been approved at a stockholder meeting especially called for that purpose. If any stockholder who is a Certified Public Accountant becomes legally disqualified from being a Certified Public Accountant in the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations on the continuous rendering of such professional services, that stockholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with bylaws or other agreements adopted by the stockholders.

ARTICLE XI-INDEMNIFICATION

The professional corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by law.

ARTICLE XII-AMENDMENT

These articles of incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII-EFFECTIVE DATE

The existence of the professional corporation shall commence at 12:01 a.m. on October 30, 2003.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on October 30, 2003.


Robert J. Hutchins

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated professional service corporation at the place designated in these Articles of Incorporation, I hereby accept 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.


Robert J. Hutchins, Registered Agent

10/30/03
Date

H03000307492 3

FILED
OCT 31 AM 9:43
CLERK OF STATE
TALLAHASSEE, FLORIDA