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05 MAY 17 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Mark Lammert, CPA, P.A.

410 MacGregor Road
Winter Springs, Florida 32708
407-327-1919 • Fax 407-327-1921
mark@marklammert.com

May 16, 2005
Via Overnight Delivery

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
850-245-6052

RE: Compliance Solutions, Inc.
Articles of Incorporation Filing

Dear Secretary of State Staff,

Enclosed for filing is the Articles of Incorporation of Compliance Solutions, Inc. Also enclosed is a check for \$87.50 to cover the remittance fees due for the filing fee, certified copy & certificate of status.

This company name is available per discussion with staff in your office. The company possessing this name is inactive and there is not a "UA" (Unavailable) symbol by their name. Thus, the name is available for reassignment and use.

Please process this incorporation as soon as possible and contact me with the Document Number. You may fax this to me at 407-327-1921. Thank you for your assistance in processing this filing.

Please do not hesitate to contact me at 407-327-1919 if you have any questions or concerns.

Sincerely,



Mark G. Lammert
Tax Preparer for Compliance Solutions, Inc.

cc: Compliance Solutions, Inc.
file: Compliance Solutions, Inc.— Corporate

APPROVED
AND
FILED

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator and subscriber to these articles of incorporation adopts these articles to form a corporation in compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), and other laws of the State of Florida.

Article I Name

The name of the corporation is: Compliance Solutions, Inc.

Article II Address

The street address of the initial principal office and mailing address of the corporation is:

410 MacGregor Road
Winter Springs, FL 32708

Article III Purpose

The corporation is formed to engage in every phase and aspect of accounting, tax, corporate standing compliance and compliance with other federal, state, county, city or other governmental or quasi-governmental requirements any other area to provide a full range of compliance solutions. 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 services to customers.

Article IV Terms of Existence

The corporation is to exist perpetually.

Article V Capital Stock

The corporation shall have the authority to issue 10,000 shares of common capital stock with a par value of \$0.01 per share.

Article VI Initial Officers and/or Directors

The corporation shall have two (2) officers and directors 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 officers and directors shall be of legal age.

The name and street address of the initial Officer is:

<u>Officer</u>	<u>Position</u>	<u>Street Address</u>
Mark Lammert	President, Treasurer	410 MacGregor Road Winter Springs, FL 32708
Deborah Lammert	Vice President, Secretary	410 MacGregor Road Winter Springs, FL 32708

The name and street address of the initial Directors are:

Mark Lammert	410 MacGregor Road, Winter Springs, FL 32708
Deborah Lammert	410 MacGregor Road, Winter Springs, FL 32708

Article VII Initial Registered Agent

The initial registered agent for the corporation is Mark Lammert. The street address of the registered agent is 410 MacGregor Road, Winter Springs, FL 32708.

Article VIII Incorporator

The Incorporator for the corporation is Mark Lammert. The street address of the Incorporator is 410 MacGregor Road, Winter Springs, FL 32708.

Article IX Restraint on Alienation of Shares

The stockholders of the 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 shareholders, 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 are plainly noted on the certificate evidencing the ownership of such stock. No stockholder of the corporation may sell or transfer stock in the corporation unless the sale or transfer has been approved at a stockholder meeting especially called for that purpose.

Article X Indemnification

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

Article XI 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 XII Effective Date

The existence of the corporation shall commence at 12:01 a.m. on May 16, 2005.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation on May 16, 2005.


Mark Lammett, Incorporator 5/16/05
Date

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated 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.


Mark Lammett, Registered Agent 5/16/05
Date