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## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Matthew McCain, CPA, PA

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- ☒ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

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## **ARTICLES OF INCORPORATION**

### **FOR**

**MATTHEW MCCAIN, CPA, P.A.**  
**Certified Public Accountant**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Professional Corporation for profit under Chapter 607 and 621 of the Florida Statutes.

### **ARTICLE 1- NAME**

The Name of the Professional Corporation is **Matthew McCain, CPA, P.A.**

### **ARTICLE 2 – PRINCIPAL PLACE OF BUSINESS**

The principal place of business shall be 1826 14<sup>th</sup> Avenue, Suite 201, Vero Beach, FL 32960. The mailing address is one in the same as the principal place of business.

### **ARTICLE 3 – PURPOSE OF PROFESSIONAL CORPORATION**

The Professional Corporation shall engage in the practice of public accounting and any and all activities and services associated with the accounting profession permitted in the State of Florida and the United States.

### **ARTICLE 4 – INCORPORATOR**

The name and street address of the incorporator of the Professional Corporation is:

Matthew McCain  
1826 14<sup>th</sup> Avenue, Suite 201  
Vero Beach, FL 32960

### **ARTICLE 5 – OFFICERS**

The initial President of the Professional Corporation shall be Matthew McCain, who is a certified public accountant in the State of Florida in good standing.

### **ARTICLE 6 – CAPITALIZATION**

- 6.1 The maximum number of shares of stock permissible at any time for the Professional Corporation is ONE THOUSAND (1,000). The shares shall be common stock, each having a par value of ONE DOLLAR (\$1.00).

- 6.2 No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.
- 6.3 The board of directors may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.
- 6.4 Stock may only be issued to a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render accounting services.
- 6.5 The Professional Corporation shall have the right of first refusal in any sale of stock.

#### **ARTICLE 7 – SUB-CHAPTER “S” CORPORATION**

The Professional Corporation may elect to be an “S” Corporation as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

- 7.1 The shareholders of the Professional Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Professional Corporation unanimously agree otherwise in writing.
- 7.2 After the Professional Corporation has elected to be an S Corporation, none of the shareholders, without the written consent of the other shareholders, shall take any action, or make any transfer or other disposition of the Shareholders’ shares of stock in the Professional Corporation, which will result in the termination or revocation of such election to an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.
- 7.3 Upon the election of the S Corporation Status, each share of stock issued by the Professional Corporation shall contain the following legend:
  - “The shares of stock represented by this certificate cannot be transferred if such a transfer would void the election of the Professional Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

## **ARTICLE 8 – POWERS OF PROFESSIONAL CORPORATION**

The Professional Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 9 – TERMS OF EXISTENCE**

The Professional Corporation shall have perpetual existence.

## **ARTICLE 10 – TITLE**

The Professional Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered in the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Professional Corporation shall have notice thereof.

## **ARTICLE 11 – REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of the registered office and Registered Agent of the Professional Corporation is Margaret Keys McCain, Attorney-at-Law, 1826 14<sup>th</sup> Avenue, Suite 201, Vero Beach, FL 32960.

## **ARTICLE 12 – BYLAWS**

The Board of Directors of the Professional Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Professional Corporation, by two thirds majority of all Board of Directors.

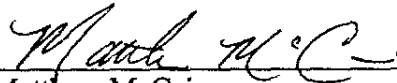
## **ARTICLE 13 – EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE 14 – AMENDMENT**

The Professional Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to the Articles or to any amendment hereto in any manner now or hereafter prescribed or permitted by provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are subject to this reservation.

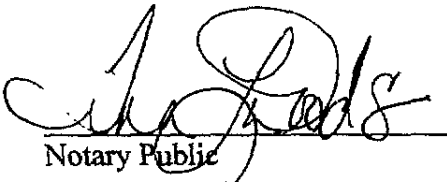
IN WITNESS WHEREOF, I have hereunto sent my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 6th day of July, 2005.

  
Matthew McCain  
Incorporator

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

BEFORE ME, a Notary Public in and for the State of Florida, duly qualified and acting as an officer aforesaid to take acknowledgments, personally appeared, MATTHEW MCCAIN, to me known to be the person who executed the foregoing Articles of Incorporation of MATTHEW MCCAIN, CPA, P.A. and acknowledged that he executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Vero Beach, Florida, this 6th day of July 2005.

  
Notary Public



Tina L. Woods  
My Commission DD371167  
Expires November 19, 2008

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE  
ARTICLES OF INCORPORATION**

Margaret Keys McCain, having been designed as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Florida Statute 607.0505.

  
MARGARET KEYS MCCAIN  
Registered Agent