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FLORIDA PROFIT CORPORATION OR P.A.

PHILIP STANLEY C.P.A., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PHILIP STANLEY C.P.A., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, licensed or otherwise legally authorized to practice as an accountant by and within the State of Florida, hereby acting as incorporator for the purpose of forming a professional service corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME AND MAILING ADDRESS

The name of this Corporation is: PHILIP STANLEY C.P.A., P.A., and its principal office or mailing address is 7460 17th Lane N.E., St. Petersburg, Florida 33702.

ARTICLE 2. DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE 3. PURPOSE

This Corporation is organized for the following purposes:

- (a) To engage in every aspect of the practice of accounting and all of its fields of specialization as are engaged in by accountants in this state.
- (b) To engage and render the professional service involved only through its officers, agents and employees who are accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this Corporation.
- (c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- (d) To own real and personal property necessary for the rendering of professional services hereby authorized.
- (e) To engage in no other business other than rendering of the professional services herein specified.

Prepared by:
Robert Kapusta, Jr. Esq.
FBN 441538
Fisher & Sauls, P.A.
P.O. Box 387
St. Petersburg, Florida 33731
(727) 822-2033

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock. Shares of the Corporation's stock and certificates therefor shall be issued only to accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7460 17th Lane N.E., St. Petersburg, Florida 33702, and the name of the initial registered agent is Philip Stanley.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Philip Stanley	7460 17 th Lane N.E., St. Petersburg, Florida 33702

ARTICLE 7: INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Philip Stanley	7460 17 th Lane N.E. St. Petersburg, Florida 33702

ARTICLE 7: INDEMNIFICATION

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

ARTICLE 8: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of October, 2005.


Philip Stanley, Registered Agent

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated: October 14, 2005


Philip Stanley, Registered Agent

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