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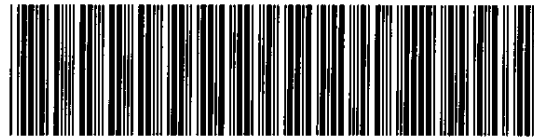
(Business Entity Name)

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06 JUL 10 AM 7:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/12/06  
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## COVER LETTER

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

SUBJECT: ADVANTAGE TAX SOLUTIONS, CPA, P.A.  
(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: MICHAEL P. DONOHUE, CPA  
Name (Printed or typed)

14619 NW 21<sup>ST</sup> PLACE  
Address

NEWBERY FL 32669  
City, State & Zip

904-553-3324  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF  
Advantage Tax Solutions, CPA, P.A.  
A Florida Corporation**

FILED  
06 JUL 10 AM 7:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a profit corporation makes and adopts the following articles of incorporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights and privileges and immunities of a corporation for profit:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation shall be Advantage Tax Solutions, CPA, P.A.

**ARTICLE II  
PLACE OF BUSINESS / MAILING ADDRESS**

The corporation's principal place of business and mailing address will be 14619 NW 21<sup>st</sup> Place, Newberry, Florida 32669. The corporation shall have the rights and privileges of business in such states of the United States and foreign countries whenever the Board of Directors may from time to time order and establish.

**ARTICLE III  
REGISTERED AGENT**

The name and address of the corporation's initial registered agent shall be:

Michael Patrick Donohoe      14619 NW 21<sup>st</sup> Place      Newberry, Florida 32669

**ARTICLE IV  
PURPOSE**

The corporation may engage in or transact in the practice of public accounting, including tax compliance, consulting, and any and all lawful activities or business permitted under the laws of the United States, the State of Florida, and any other state, county, territory or nation.

## **ARTICLE V CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share. The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code of 1986, as amended, and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

In the event a stockholder desires to sell his share or shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention hereof to give them a purchase of same, and any attempted sale in violation of this provision is null and void. A stockholder desiring to sell his stock shall file notice in writing of his intention with the Secretary of the corporation, stating the terms of the sale, and unless his terms are accepted by any or all of the other stockholders, or the corporation, within six months thereafter, they shall be deemed to have waived their privilege of purchasing, and he shall be at liberty to sell to any other person or entity, according to the same terms as file with the corporation.

## **ARTICLE VI TERM OF EXISTENCE**

This corporation shall exist perpetually, unless dissolved according to the laws of the State of Florida.

## **ARTICLE VII INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors, or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

## **ARTICLE VIII SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

## **ARTICLE VII DIRECTORS/MEMBERS**

The names and addresses of the initial Board of Directors of the corporation, who shall hold office for the term herein specified, or until their successor is appointed and have qualified are as follows:

Michael Patrick Donohoe	14619 NW 21 <sup>st</sup> Place Newberry, Florida 32669	President
Emily Kathleen Cumer	14619 NW 21 <sup>st</sup> Place Newberry, Florida 32669	Vice President

The Board of Directors shall always consist of at least two individuals. Future Directors shall be appointed at the sole discretion of the corporations' first Board of Directors. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws.

## **ARTICLE X BYLAWS**

The bylaws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

## **ARTICLE XI AMENDMENT**

The Corporation reserves the right to amend or appeal any provision contained in these articles of incorporation or any amendment to them.


**ARTICLE XII  
INCORPORATOR**

The incorporator of this corporation is:

Michael Patrick Donohoe     14619 NW 21<sup>st</sup> Place     Newberry, Florida 32669

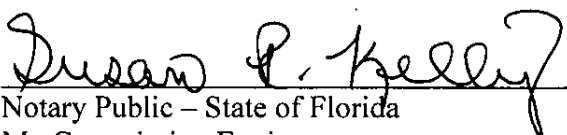
The undersigned incorporator certifies both that he executes these Articles for the purposes herein stated, and that by such execution, he affirms the understanding that should any of the information in these Articles be intentionally or knowingly misstated, he is subject to the criminal penalties for perjury set forth under Florida Statutes as if this document had been executed under oath.

These articles of Incorporation are hereby executed by the incorporator on this 4th day of July, 2006.

  
\_\_\_\_\_  
Michael Patrick Donohoe, Incorporator

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Michael Patrick Donohoe, who is personally known to me, executed the foregoing instrument as incorporator and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of July, 2006.

  
\_\_\_\_\_  
Notary Public – State of Florida  
My Commission Expires:



Susan R. Kelly  
My Commission DD230753  
Expires October 02, 2007

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

Having been named 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.



Michael Patrick Donohoe, Registered Agent

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TALLAHASSEE, FLORIDA