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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton JAN 16 2007

JOHN S. WOOD, C.P.A.
CERTIFIED PUBLIC ACCOUNTANT

John S. Wood, C.P.A.

20102 NOB OAK AVE.
TAMPA, FL 33647
jswcpa1997@centuryfla.com

Tampa (813) 390-3173

January 8, 2007

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: JOHN S. WOOD, C.P.A., P.A.

Ladies and Gentlemen:

Enclosed are an original and one (1) copy of the Articles of Incorporation of the above referenced corporation, for incorporation under the laws of the State of Florida, as well as designation of Registered Agent.

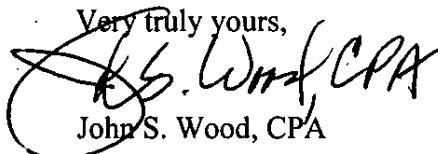
Also enclosed is a check payable in the amount of \$78.75 to cover the following costs:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy of Articles	<u>\$ 8.75</u>
Total	\$78.75

Please file the Articles of Incorporation and forward a certified copy to the address indicated above.

Thank you in advance for your cooperation. Should you have any questions, please call me at 813-390-3173.

Very truly yours,


John S. Wood, CPA

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JOHN S. WOOD, C.P.A., P.A.

I, John S. Wood, CPA, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, licensed or otherwise legally authorized to render the services of a Certified Public Accountant 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 Chapter 621, Florida Statutes, and Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I

Corporation Name

The name and address of this corporation shall be: JOHN S. WOOD, C.P.A., P.A. (hereinafter, "Corporation"), 20102 Nob Oak Ave., Tampa, FL 33647.

ARTICLE II

Nature of Business

The general nature of business and the proposed objects and purposes to be transacted, promoted, and carried on by the corporation are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do under the laws of the state of Florida, viz.,

1. To engage in every aspect of the practice of public accounting and all its fields of specialization as are engaged in by Certified Public Accountants in this State.
2. To engage and render the professional services involved only through its officers, agents, and employees who are Certified Public 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.
3. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.
4. To own real and personal property necessary for the rendering of the professional services hereby authorized.
5. To engage in no other business other than the rendering of the professional services specified within.
6. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

Capital Stock

- A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time shall be 10,000 shares of common stock having a par value of One Cent (\$0.01) per share.
- B. The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor, or services which, in the judgment of the Board of Directors of this corporation, shall be of the valuation equivalent to the value of the stock to be issued.

C. Shares of the corporation's stock and certificates therefore shall be issued only to Certified Public 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 IV
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 20102 Nob Oak Ave., Tampa, FL 33647. The name of the Registered Agent of this corporation is JOHN S. WOOD, CPA.

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without meeting, as provided in Florida Statutes 621 and the bylaws.

ARTICLE VI
Stock Transfer Agreements

A. If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of this agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledge, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

B. Provided, however, any such agreement shall be subject to the requirements of Florida Statute 621, and no shareholder may sell or transfer any of such shareholder's shares of stock in this corporation except to another individual who is, under the provisions of Florida Statute 621, eligible to be a shareholder of this corporation.

ARTICLE VII
Directors

A. Selection and Replacement

1. The business of the corporation shall be managed initially by a Board of one (1) Director. The number of Directors may be, as provided by bylaws, increased or decreased, but shall never be less than one (1) Director.

2. In any election of Directors by the stockholders, each stockholder of record shall have the right to cumulate the stockholder's shares and to give one candidate as many votes as equal the number of Directors to be elected multiplied by the number of shares owned, or to distribute that same amount of votes among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of Directors that the shareholder intends to cumulate the stockholder's votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

3. Except as provided in Article XIII, any vacancy on the Board of Directors shall be filled as provided in the bylaws. A shareholder removed as a Director for cause shall not be

entitled to vote to fill the stockholder's own vacancy by voting for the stockholder without prior approval secured by the affirmative vote of 100% or a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of all stockholders' own shares of stock.

B. Telephone Meetings

Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII
Interested Directors

A. No contract or other transaction between the corporation and one or more of its Directors, or between the corporation and any other corporation, firm, association, or other entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board, or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact or such common directorship, officership, or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board or of a committee which approves such contract or transaction.

C. The Board shall have the authority to fix the compensation of directors for services in any capacity.

ARTICLE IX
Long Term Employment Contract

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or by-law provision for annual election shall be without prejudice to the contract rights, if any, or any executive officer under such contracts.

ARTICLE X
Initial Directors

The name and address of the one (1) member of the first Board of Directors is as follows:

NAME

JOHN S. WOOD, CPA

ADDRESS

20102 Nob Oak Ave.
Tampa, FL 33647

ARTICLE XI
Subscribers

The name and address of the subscriber to these Articles of Incorporation is as follows:

NAME

JOHN S. WOOD, CPA

ADDRESS

20102 Nob Oak Ave.
Tampa, FL 33647

ARTICLE XII
Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation who has been rendering professional accounting services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon the officer's director's, stockholder's, agent's or employee's continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this corporation shall cease forthwith, subject, however, to the provisions of Article XIII dealing with "Amendments". Should any amendment be effected which changes the nature and purpose of this corporation so that the restrictions of Florida Statute 621 do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

ARTICLE XIII
Amendments

- A. These articles of incorporation may be amended in the manner provided by law.
- B. In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate, or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer contrary to Article VI, or to law, the Board of Directors and shareholders shall have the power to amend these Articles of Incorporation in the manner and method subscribed in subparagraph A of this Article to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No stockholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Florida Statute 621; but he shall have no other voting right.

ARTICLE XIV
Rights of Stockholder Whose
Interest Terminates Under Article XII

If any shareholder of this corporation be required to terminate the shareholder's financial interest in this corporation because of the Application of Article XII or the application of Chapter 621, Florida Statutes and should these Articles not be amended as provided in Article XIII, the financial interest of such shareholder shall terminate immediately and automatically except to receive payment for such stock in this corporation as may be owned by the shareholder, and any other amounts that are lawfully due and owing to the shareholder by the corporation; and such shares of stock shall not be entitled to dividends, or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized or set forth in the bylaws of Shareholder's

Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached, then by arbitration.

ARTICLE XV
Term of Existence and Effective Date

The corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Florida Secretary of State. This election is pursuant to Florida Statute 607.0203.

ARTICLE XVI
Indemnification

The corporation, by action of its Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an officer, director, employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an officer, director, employee or agent of the corporation or its subsidiaries. The corporation, by action of its Board of Directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an officer, director, employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the Board of Directors, the authority granted to the Board of Directors in this paragraph shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

ARTICLE XVII
Bylaws

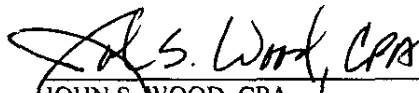
Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hands and seal this 8th day of JANUARY, 2007, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the Office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


JOHN S. WOOD, CPA

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act as initial Registered Agent for JOHN S. WOOD, C.P.A., P.A., as stated in these Articles of Incorporation.


JOHN S. WOOD, CPA