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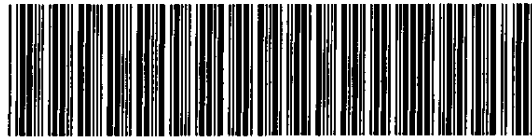
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight APR 18 2007

**JOSEPH A. MORRISON  
ATTORNEY AT LAW**

3500 SOUTH FLORIDA AVENUE-SUITE 3  
LAKELAND, FLORIDA 33803-4869

TELEPHONE (863)644-3399  
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April 13, 2007

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

RE: CPS GROUP C.P.A.'s, P.A.

Gentlemen:

I am enclosing the original and one copy of proposed articles of incorporation for the above corporation, together with a certificate designating resident agent. Please approve and file the originals and return a certified copy to me.

Also enclosed is my check payable to you for your charges as follows:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered	
Agent's Designation	<u>35.00</u>
Total:	\$78.75

Please let me know if anything further is required.

Sincerely,

  
Joseph A. Morrison

JAM/jh

Enclosures

cc: Frank M. Ashley, III

ARTICLES OF INCORPORATION

OF

CPS GROUP C.P.A.'s, P.A.

The undersigned incorporator to these Articles of Incorporation, who is natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: CPS GROUP C.P.A.'s, P.A.

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TALLAHASSEE, FLORIDA

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ARTICLE II. PERMITTED BUSINESSES  
AND ACTIVITIES

The sole and exclusive professional service to be rendered by the corporation is the practice of certified public accounting, and related activities. The corporation may, however, own and invest its funds in real estate, mortgages, stock, bonds or any other type of investments, or own or lease real or personal property necessary for the rendering of professional services.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of Common Stock, having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE IV. TERM OF EXISTENCE

The existence of this corporation is to begin upon the date of subscription of these Articles and shall continue perpetually thereafter.

#### ARTICLE V. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the corporation in the State of Florida is 1509 South Florida Avenue, Lakeland, Florida 33803. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 1509 South Florida Avenue, Lakeland, Florida 33803, and the name of the corporation's initial registered agent at that address is Chas P. Smith. The Board of Directors may from time to time move the registered office to any other address in Florida.

#### ARTICLE VII. DIRECTORS

This corporation shall have four directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

#### ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors

as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, and in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

#### ARTICLE IX. ORIGINAL DIRECTORS

The name and address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Chas P. Smith	1050 Lake Hollingsworth Drive, Lakeland, Florida 33803

Frank M. Ashley, III	2856 Carrie Lane, Lakeland, Florida 33813
Peter C. Golotko	4318 Forest Hills Drive, Lakeland, Florida 33813
James M. Luffman	1204 Easton Drive, Lakeland, Florida 33803

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

#### ARTICLE X. INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation and their initial ownership interest is:

<u>Name</u>	<u>Address</u>	<u>Initial Percentage Ownership</u>
Chas P. Smith	1050 Lake Hollingsworth Drive, Lakeland, Florida 33803	52%
Frank M. Ashley, III	2856 Carrie Lane, Lakeland, Florida 33813	28%
Peter C. Golotko	4318 Forest Hills Drive, Lakeland, Florida 33813	10%
James M. Luffman	1204 Easton Drive, Lakeland, Florida 33803	10%

#### ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors.

Chas P. Smith

Chas P. Smith

Frank M. Ashley, III

Frank M. Ashley, III

Peter C. Golotko

Peter C. Golotko

James M. Luffman

James M. Luffman

STATE OF FLORIDA  
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared Chas. P. Smith, Frank M. Ashley, III, Peter C. Golotko and James M. Luffman, to me known to be the persons described as the incorporators in and who executed the foregoing Articles of Incorporation, and Chas. P. Smith, Frank M. Ashley, III, Peter C. Golotko and James M. Luffman, acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 9th day of April, 2007.

Susan J. De Courcy  
Notary Public

My commission expires:  
(affix notarial seal)



CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CPS GROUP C.P.A.'s, P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named Chas P. Smith, located at 1509 South Florida Avenue, Lakeland, Florida 33803, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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 in this capacity and agree to comply with the provision of said act relative to keeping open said office.



Chas P. Smith,  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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