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FLORIDA PROFIT/NON PROFIT CORPORATION

MAConsulting Partners, Inc.

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**ARTICLES OF INCORPORATION
OF
MAConsulting Partners, Inc.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is **MAConsulting Partners, Inc.**

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade or deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is **1845 Les Chateaux Blvd., #302, Naples, Florida 34109**, and its mailing address is the same. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director is as follows:

**Mary Ann Fourés-Needham
1845 Les Chateaux Blvd., #302
Naples, Florida 34109**

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is as follows:

**Jeff M. Novatt, Esq.
Cheffy Passidomo, P.A.
821 Fifth Avenue South, Suite 201
Naples, Florida 34102**

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **Cheffy Passidomo, P.A., 821 Fifth Avenue South, Suite 201, Naples, Florida 34102**, and the name of the initial registered agent of this corporation is **Jeff M. Novatt, Esq.**

ARTICLE X- EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Articles of Incorporation are acknowledged.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE XIV - PREEMPTIVE RIGHTS

The corporation elects not to have preemptive rights as provided for by the Florida Business Corporation Act.

ARTICLE XV - AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders' meeting or by written consent of a majority of the stock entitled to vote thereon.

ARTICLE XVI-SHAREHOLDERS' AGREEMENTS

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The

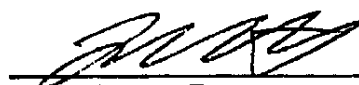
Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 5th day of January, 2009.


Jeff M. Novatt, Esq.
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


Jeff M. Novatt, Esq.
Registered Agent

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