

P 9000014508

From: PHOENIX LAW PARTNERS, P.A.

239 461-0083

02/13/2009 1:00 PM

P.001000

Division of Corporations

((H09000034673 3)))

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000034673 3)))



H090000346733ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : PHOENIX LAW PARTNERS, P.A.
Account Number : I20030000088
Phone : (239) 461-0024
Fax Number : (239) 461-0083

RECEIVED
DEPARTMENT OF STATE
09 FEB 13 AM 8:08

FLORIDA PROFIT/NON PROFIT CORPORATION

Elite Marketing Consultants Inc

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

((H09000034673 3)))

<https://efile.sunbiz.org/scripts/efilcovr.exe>

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 FEB 13 A 10:53

FILED

2/13/2009

60-91-2

(((H09000034673 3)))

**ARTICLES OF INCORPORATION
FOR A DOMESTIC CORPORATION**

Pursuant to the laws of the State of Florida, to wit Chapter 607 of the Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a corporation ("the Corporation"):

ARTICLE I

The name of the corporation is:

Elite Marketing Consultants Inc.

ARTICLE II

The principal office shall be located at

7895 A1A South, St. Augustine, FL 32080

The mailing address is

PO Box 546, Hastings Florida 32145

FILED
2009 FEB 13 A 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

The Corporation shall adopt bylaws that conform to these Articles by unanimous consent of the initial shareholders ("Bylaws"). The Bylaws shall always be construed to conform to these Articles or, if any paragraph or section of the Bylaws cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Bylaws shall be stricken as if it had never been adopted into the Bylaws so that the Bylaws conform to these Articles. The Bylaws shall otherwise be amendable and/or address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

ARTICLE IV

Pursuant to Sections 607.0731(1) and 607.0732 of the *Florida Statutes*, the Corporation will have no board of the directors, but shall, instead, act under the direction of the shareholders (each a "Shareholder"), always pursuant to these Articles and the Bylaws.

ARTICLE V

The total authorized shares:

1. Common Shares: One thousand (1,000) One and No/100 Dollars (\$1.00) par value Class A shares; no other classes are authorized.
2. Preferred Shares: None authorized.

(((H09000034673 3)))

((H09000034673 3)))

The shares in the Corporation shall be of one class, each share maintaining proportional voting rights. Distributions shall be made in accordance with the *Florida Business Corporation Act* and as otherwise specified in these Articles and the Bylaws.

Except because of the provisions governing the admittance of new Shareholders by unanimous vote and subject to the Shareholder shortfall provisions of these Articles and the Bylaws, each Shareholder shall have preemptive rights to purchase shares in cash pro rata based on the Shareholder's proportional voting rights pursuant to any offering by the Corporation.

Except as provided in the Bylaws on the Bylaws' effective date, the shares shall be further limited in that all shares, including every portion thereof, shall be subject to the Corporation's and the Shareholders' rights of first refusal as expressed in the Bylaws on the Bylaws' effective date.

The shares are further limited in that all Shareholders must be natural persons and citizens of the United States of America, and must consent to an election to be treated as a small business corporation within the meaning of Subchapter S of the *Internal Revenue Code of 1986, as amended*, ("IRC") by executing all documents necessary to effect the IRC Subchapter S election.

The shares shall have no other limitations other than those specifically mandated by the *Florida Business Corporation Act* or as specified in these Articles or the Bylaws.

ARTICLE VI

The initial registered agent is

Noelle M. Melanson, Esq.

Service of process may be made on the registered agent at

12800 University Drive, Suite 260 in the City of Fort Myers, County of Lee, State of Florida, with the postal zip code being 33907.

ARTICLE VII

The Incorporator is

Noelle M. Melanson, Esq.

The address of the Incorporator is

12800 University Drive, Suite 260, Fort Myers, Florida 33907

ARTICLE VIII

The Corporation may engage in any activity permitted by the *Florida Business Corporation Act*, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Corporation acts.

ARTICLE IX

((H09000034673 3)))

(((H09000034673 3)))

In accordance with the dividend distribution rules of the Bylaws, the Corporation shall distribute to the Shareholders, prior to the fifteenth (15th) day of the calendar month following the close of each calendar quarter, or as soon thereafter as possible as in accordance with the *Internal Revenue Code of 1986, as amended*, ("IRC"), ("Tax Distribution Date") the amount that the Corporation will distribute to the Shareholders on the Tax Distribution Dates, and is fifty percent (50%) of the lesser of (i) the Net Cash Flow, as defined infra, if any; or (ii) "Ordinary business income (loss)," as defined by and calculated in accordance with the IRC on Department of the Treasury, Internal Revenue Service Form 1120S, U.S. Income Tax Return for an S. Corporation multiplied by the highest income tax rate set forth in IRC 1 (but in no event will the Corporation make a negative distribution as a result) ("Tax Distribution"). The Shareholders may forego or reduce the Tax Distribution for any particular Tax Distribution Date upon a unanimous vote within thirty (30) days of the particular Tax Distribution Date for which the Shareholders consider foregoing or reducing a Tax Distribution; but, the Tax Distribution requirements of this Article shall never be waived, estopped or otherwise prevented by any preceding election by the Shareholders to forego or reduce a Tax Distribution.

"Net Cash Flow" means the lesser of (i) the net change of the Corporation's cash balances during the prior taxable year calculated in accordance with generally accepted accounting principles; and (ii) the Corporation's cash balances at the end of the year, less reasonable reserves for working capital and projected cash requirements, including projected expenses and contingent liabilities, but not including capital investments and reinvestments that are not necessary to the Corporation as a going concern, all calculated in accordance with generally accepted accounting principles as limited by the IRC. The balance of Net Cash Flow, if any, may be distributed to each Shareholder in proportion to the shares at times and in amounts as Shareholders determine in accordance with the Bylaws.

Shareholders may, by a majority Vote, compel the Corporation to make distributions of specified amounts and property, and at specified times.

No withdrawing Shareholder is entitled to receive any distribution or the value of the Shareholder's shares as a result of withdrawal from the Corporation prior to the Corporation's liquidation, except as specifically provided in the Bylaw.

No Shareholder is entitled to the return of, or interest on, that shareholder's capital contributions, except as otherwise provided in the Bylaws.

ARTICLE X

If shares are certificated, all stock certificates shall clearly bear legends indicating that the shares are issued subject to restrictions on transferability, in reliance upon the existence of exemptions from federal and state securities laws and with other rights, limitations, preferences and elections as expressed in these Articles.

ARTICLE XI

Additional Shareholders may be admitted to the Corporation upon the unanimous vote of all of the Shareholders of the Corporation.

ARTICLE XII

Except as a result of business operations, these Articles and the Bylaws shall always be construed such that the Corporation will qualify for and continue to satisfy the requirements of IRC Subchapter S, including Department of the Treasury, Internal Revenue Service regulations, rulings, procedures and other pronouncements thereunder. If any section, paragraph, sentence or term of these Articles and/or the Bylaws cannot be reasonably construed to conform to IRC Subchapter S, each offensive

(((H09000034673 3)))

(((H09000034673 3)))

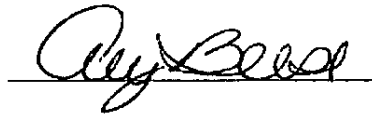
section, paragraph, sentence and/or term of these Articles and/or the Bylaws shall be stricken as if it had never been adopted into these Articles and/or the Bylaws so that these Articles and/or the Bylaws conform to IRC Subchapter S.

ARTICLE XIII

The Articles may only be amended, superceded or repealed upon the unanimous vote, or unanimous, written, affirmative consent, of all of the Shareholders.

ACKNOWLEDGMENT

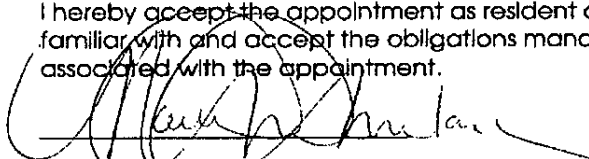
I, the incorporator of the Corporation, and without personally assuming or ratifying any prior contracts or promises made on behalf of the Corporation by any person or entity prior to the Corporation's formation, if any, execute these Articles this 13 day of Feb. 2009.



Amy Beese

ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF**Elite Marketing Consultants Inc.**

I hereby accept the appointment as resident agent as designated in the attached Articles. I am familiar with and accept the obligations mandated by Chapter 608 of the Florida Statutes that are associated with the appointment.



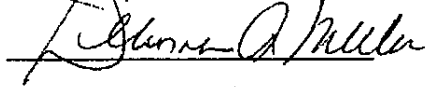
Noelle M. Melanson, Esq.

State of Florida)

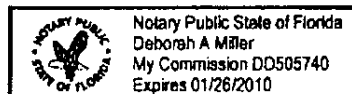
County of Lee)

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Noelle M. Melanson, Esq. known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 13 day of Feb. 2009.



Notary Public, State of Florida



(((H09000034673 3)))

From: PHOENIX LAW PARTNERS

239 461 0083

02/13/2009 16:47

#390 P.006/006

((H09000034673 3)))

Elite Marketing Consultants Inc.

Initial Director Listing

The Initial Officers of the Corporation are:

Amy Beese - President, Secretary

((H09000034673 3)))