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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

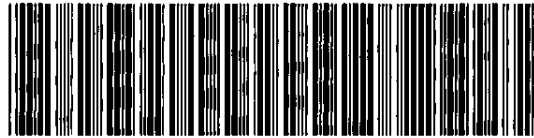
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FILED

2009 MAY 29 PM 4: 46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L. Burell JUN 2 2009

## COVER LETTER

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

SUBJECT: THE INTERNATIONAL ASSOCIATION OF FORENSIC ACCOUNTING  
AND FRAUD INVESTIGATION SPECIALISTS, INCORPORATED  
(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: BERNARD T. LONG  
Name (Printed or typed)  
P.O. Box 520778  
Address  
LONGWOOD, FLORIDA 32752-0778  
City, State & Zip  
407-599-1700  
Daytime Telephone number  
blong\_cpa@yahoo.com  
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 19, 2009

BERNARD T LONG  
PO BOX 520778  
LONGWOOD, FL 32752-0778

SUBJECT: THE INTERNATIONAL ASSOCIATION OF FORENSIC  
ACCOUNTING AND FRAUD INVESTIGATION SPECIALISTS,  
INCORPORATED  
Ref. Number: W09000023625

We have received your document for THE INTERNATIONAL ASSOCIATION OF  
FORENSIC ACCOUNTING AND FRAUD INVESTIGATION SPECIALISTS,  
INCORPORATED and your check(s) totaling \$78.75. However, the enclosed  
document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I  
hereby am familiar with and accept the duties and responsibilities as Registered  
Agent.")

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a  
copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call  
(850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 309A00017027

RECEIVED  
DEPARTMENT OF STATE  
09 MAY 29 AM 9:43

**THE INTERNATIONAL ASSOCIATION OF  
FORENSIC ACCOUNTING AND FRAUD INVESTIGATION SPECIALISTS,  
INCORPORATED**

**Post Office Box 520778  
Longwood, Florida 32752-0778**

Federal Id. No. 26-4813350  
Telephone No. 407 - 599 - 1700

[fafis\\_accounting@yahoo.com](mailto:fafis_accounting@yahoo.com)  
[timberwolf\\_international@yahoo.com](mailto:timberwolf_international@yahoo.com)  
[blong\\_cpa@yahoo.com](mailto:blong_cpa@yahoo.com)

**ARTICLES OF INCORPORATION**

**ARTICLE I  
NAME OF CORPORATION**

The name of the Corporation shall be:

**THE INTERNATIONAL ASSOCIATION OF  
FORENSIC ACCOUNTING AND FRAUD INVESTIGATION SPECIALISTS,  
INCORPORATED**

(hereinafter called the Corporation)

**ARTICLE II  
PRINCIPAL OFFICE AND  
MAILING ADDRESS OF CORPORATION**

The principal place of business of the Corporation is:

895 Franklin Street  
Altamonte Springs, Florida 32701 ( U. S. A. )

The principal mailing address of the Corporation is

Post Office Box 520778  
Longwood, Florida 32752-0778 ( U. S. A. )

**ARTICLE III  
PRINCIPAL OFFICE AND MAILING  
ADDRESS OF REGISTERED AGENT**

The name of the initial resident agent and the street address of the initial registered office in the State of Florida where process may be served upon the corporation is Bernard T. Long and The Corporation's current address.

**FILED**

**2009 MAY 29 PM 4:46**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The principal place of business of the Corporation is:

895 Franklin Street  
Altamonte Springs, Florida 32701 ( U. S. A. )

The principal mailing address of the Corporation is

Post Office Box 520778  
Longwood, Florida 32752-0778 ( U. S. A. )

The Corporation may, from time to time, in the manner provided by law, change the resident agent and the registered office within the State of Florida. The corporation may also maintain an office or offices for the conduct of its business, either within or without the State of Florida.

#### **ARTICLE IV GENERAL PURPOSE OF THE CORPORATION**

The purpose for which the Corporation is organized is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida. In furtherance and not in limitation of the general powers conferred by the laws of the United States of America and the State of Florida, it is expressly provided that the purpose for which the Corporation is to be formed are to do any and all things hereinafter set forth to be the same extent as a natural persons might or could do in any part of the world, namely:

#### **ARTICLE V CAPITAL STOCK**

The amount of the total authorized capital stock of this Corporation is \$120.00 (One hundred twenty dollars divided as follows:

1,200 (One thousand two hundred) shares of Class A Common Voting Stock  
Par value of \$0.10 per share for a total of \$120.00.

The total number of shares of all classed of capital stock of this Corporation is authorized to issue is four thousand eight hundred of which consists of the following:

1,200 (One thousand two hundred) shares of Class A Common Voting Stock  
Par value of \$0.10 per share for a total of \$120.00.

The shares of capital stock may be issued from time to time as authorized by the unanimous approval of both the Board of Directors and the unanimous approval of the shareholders, except as otherwise provided by governing law, rule, or regulation.

#### **ARTICLE VI CORPORATE EXISTENCE**

This Corporation shall have a perpetual existence.

#### **ARTICLE VII NUMBER OF DIRECTORS**

The numbers of directors of this Corporation shall not be less than one or more than seven, as may be fixed from time to time.

## **ARTICLE V I I I**

### **INITIAL OFFICERS/DIRECTORS**

The names and post office addresses of the Board of Directors of this Corporation who shall hold office for the first year, or until their successors are chosen, shall be:

Bernard Timothy Long  
895 Franklin Street  
Altamonte Springs, Florida 32701 (U.S.A.)

## **ARTICLE I X**

### **AMENDMENT OF ARTICLES**

The Corporation by resolution adopted by a unanimous vote of those entitled to vote attending an annual meeting or a special meeting called for such purpose, reserves the right to amend, alter, change or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation. No amendment, addition, alternation, change or repeal of these Articles shall be made unless it is first approved by the Board of Directors pursuant to a resolution adopted by the affirmative vote of a unanimous approval of the Directors, then in office and thereafter is approved by the holders of a unanimous approval of the shares of the Corporation entitled to vote generally in an election of Directors, voting together as a single class, as well as such additional vote of the preferred stock as may be required by the provisions of any series thereof, provided that, notwithstanding anything contained in these Articles to the contrary, the affirmative vote of the holders of all of the shares of the Corporation entitled to vote generally in an election of Directors, voting together as a single class, as well as such additional vote of the preferred stock, as may be required by the provisions of any series thereof, shall be required to amend, adopt, alter, change or repeal any provision inconsistent with these Articles.

**ACTION WITHOUT MEETING.** Action required or permitted by the Business Corporation Act to be taken at a Board of Directors' meeting or committee meeting may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action must be evidenced by one or more written consents describing the action taken, signed by each director or committee member. Action taken under this paragraph is effective when the last director signs the consent, unless the consent specifies a different effective date.

## **ARTICLE X**

### **AMENDMENT OF BYLAWS OF THE CORPORATION**

The Corporation, by resolution adopted by a unanimous vote of those entitled to vote attending an annual meeting or a special meeting called for such purpose, reserves the right to amend, alter, change or repeal any provision contained in the Bylaws in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation. No amendment, addition, alternation, change or repeal of these Articles shall be made unless it is first approved by the Board of Directors pursuant to a resolution adopted by the affirmative vote of a unanimous approval of the Directors, then in office and thereafter is approved by the holders of a unanimous approval of the shares of the Corporation entitled to vote generally in an election of Directors, voting together as a single class, as well as such additional vote of the preferred stock as may be required by the provisions of any series thereof, provided that, notwithstanding anything contained in these Articles to the contrary, the affirmative vote of

the holders of all of the shares of the Corporation entitled to vote generally in an election of Directors, voting together as a single class, as well as such additional vote of the preferred stock, as may be required by the provisions of any series thereof, shall be required to amend, adopt, alter, change or repeal any provision inconsistent with these Articles.

**ACTION WITHOUT MEETING.** *Action required or permitted by the Business Corporation Act to be taken at a Board of Directors' meeting or committee meeting may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action must be evidenced by one or more written consents describing the action taken, signed by each director or committee member. Action taken under this paragraph is effective when the last director signs the consent, unless the consent specifies a different effective date.*

## **ARTICLE X I**

### **SEVERABILITY**

Whenever possible, each provision of these Articles will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of these Articles is held to be invalid, illegal or unenforceable in any respect under any applicable law or rule in any jurisdiction, such invalidity, illegality or unenforceability will not affect any other provision or any other jurisdiction, but these Articles will be reformed, construed and enforced in such jurisdiction as if such invalid, illegal or unenforceable provision had never been contained herein.

## **ARTICLE X I I**

### **ENTIRE ARTICLES**

Except as otherwise expressly set forth herein, These Articles, together with the Stockholder Articles, embodies the complete Articles and understanding among the parties hereto with respect to the subject matter hereof and supersedes and preempts any prior understandings, Articles or representations by or among the parties, written or oral, which may have related to the subject matter hereof in any way. The parties hereto acknowledge and agree that the terms and conditions of these Articles are in addition to, and not in lieu of, the terms and conditions of the Stockholder Articles; provided, that in the event of any conflict between these Articles and the Stockholder Articles, the terms of these Articles shall be controlling.

## **ARTICLE X I I I**

### **SUCCESSORS AND ASSIGNS**

These Articles will bind and inure to the benefit of and be enforceable by the Company and the Stockholders and their respective successors and assigns.

## **ARTICLE X I V**

### **COUNTERPARTS**

These Articles may be executed in separate counterparts each of which will be an original and all of which taken together

will constitute one and the same Articles.

## **ARTICLE X V REMEDIES**

The Stockholders will be entitled to enforce their rights under these Articles specifically (without posting a bond or other security), to recover damages by reason of any breach of any provision of this Articles and to exercise all other rights existing in their favor. The parties hereto agree and acknowledge that money damages are not an adequate remedy for any breach of the provisions of these Articles and that any Stockholder shall have the remedy of specific performance and/or injunctive relief in order to enforce or prevent any violation of the provisions of these Articles. In the event of any dispute involving the terms of these Articles, the prevailing party shall be entitled to collect reasonable fees and expenses incurred by the prevailing party in connection with such dispute from the other parties to such dispute.

## **ARTICLE X V I AMENDMENT AND WAIVER**

No modification, amendment or waiver of any provision of these Articles will be effective against the Company or the Stockholders unless such modification, amendment or waiver is approved in writing by the Majority Holders and the Board of Directors. The failure of any party hereto to enforce any of the provisions of these Articles will in no way be construed as a waiver of such provisions and will not affect the right of such party thereafter to enforce each and every provision of these Articles in accordance with its terms.

## **ARTICLE X V I I TERMINATION**

These Articles will terminate upon the earliest to occur of (a) the completion of any voluntary or involuntary liquidation or dissolution of the Company and (b) the completion of a Disposition Event.

## **ARTICLE X V I I I GOVERNING LAW**

ALL QUESTIONS CONCERNING THE CONSTRUCTION, VALIDITY AND INTERPRETATION OF THESE ARTICLES WILL BE GOVERNED BY THE LAWS OF THE STATE OF FLORIDA, WITHOUT REGARD TO PRINCIPLES OF CONFLICTS OF LAW.

## **ARTICLE X I X DESCRIPTIVE HEADINGS**

The descriptive headings of this



Articles are inserted for convenience only and do not constitute a part of this Articles.

**ARTICLE X X  
CONSTRUCTION**

The language used in These Articles will be deemed to be the language chosen by the parties to express their mutual intent, and no rule of strict construction will be applied against any party.

**ARTICLE X X I  
NAMES AND ADDRESSES OF THE SHAREHOLDERS**

The names, post office addresses, number of shares of the several shareholders to the capital stock, and the value of the consideration therefore are listed as follows:

Bernard Timothy Long  
895 Franklin Street  
Altamonte Springs, Florida 32701 ( U.S.A. )  
Post Office Box 520779  
Longwood, Florida 32752-0778 ( U.S.A. )  
1 Share of Common Stock, Class A  
One Hundred (100) percentage of the total outstanding and issue stock  
\$10,000.00 total consideration

I THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Florida, do make, file and record these Articles of Incorporation, hereby declaring and certifying that his is my act and deed and that the facts herein stated are true and accordingly have hereunto set my hand and acknowledged and filed in the Office of the Department of State, Division of Corporations, State of Florida the foregoing Articles of Incorporation, under Chapter 607 of the laws of the State of Florida.

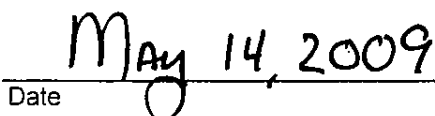
By:

  
Bernard Timothy Long

NAME:



( Printed Name )

  
Date

**THE INTERNATIONAL ASSOCIATION OF  
FORENSIC ACCOUNTING AND FRAUD INVESTIGATION SPECIALISTS,  
INCORPORATED**

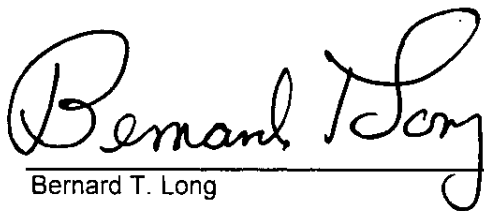
**DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida, Chapter 608 of the Florida Statutes. The International Association Of Forensic Accounting And Fraud Investigation Specialists, Incorporated, a Florida Corporation, organizing under the laws of the State Of Florida has named:

Bernard T. Long  
Mailing Address: Post Office Box 520778  
Longwood, Florida 32752-0778  
Physical Address: 895 Franklin Street  
Altamonte Springs, Florida 32701  
Telephone Number: 407-599-1700  
as its Agent to accept service of process within this State.

**ACCEPTANCE:**

I, Bernard T. Long, agree to act as the Registered Agent Of The International Association Of Forensic Accounting And Fraud Investigation Specialists, Incorporated, a Florida Corporation, and I agree to accept service of process, to keep the office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process of the above designated address) in some conspicuous place in the office as required by law. I am, familiar with, and accept the obligations of the position of Registered Agent of The International Association Of Forensic Accounting And Fraud Investigation Specialists, Incorporated, a Florida Corporation.

  
Bernard T. Long

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 MAY 29 PM 4:46

FILED