

Florida Department of State
Division of Corporations
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RE-SUBMIT

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To:

Division of Corporations
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Account Name : C T CORPORATION SYSTEM
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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FLORIDA PROFIT/NON PROFIT CORPORATION
DESGUIN & COMPANY, AN ACCOUNTANCY CORPORATION

Certificate of Status	0
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Page Count	045
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RECEIVED
 DEC - 6 AM 11:34
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Att: Pamela
 DEC - 2 AM 10:33
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

J. Shivers DEC 07 2011



December 5, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: DESGUIN & COMPANY, AN ACCOUNTACY CORPORATION
REF: W11000060807

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please review and verify the name of the corporation for accuracy.

Please return 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) 245-6901.

Pamela Smith
Regulatory Specialist II

FAX Aud. #: H11000283213
Letter Number: 011A00027114

245-6804

2011 DEC -2 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RE-SUBMIT

Please retain original filing
date of submission 12/02

**ARTICLES OF INCORPORATION
OF
DESGUIN & COMPANY, AN ACCOUNTANCY CORPORATION**
in compliance with Chapter 607 and/or Chapter 621, F.S. (profit)

**Article 1
NAME**

The name of the professional service corporation is: Desguin & Company, an Accountancy Corporation (the "Corporation").

**Article 2
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is 2346 NE 8th Place, Ocala, Florida 34470.

**Article 3
REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent of the Corporation in the State of Florida is Cynthia Desguin. The registered office of the Corporation in the State of Florida is located at 2346 NE 8th Place, Ocala, Florida 34470.

**Article 4
INCORPORATOR**

The name and address of the Incorporator of the Corporation is Paula L. Peterson, 800 LaSalle Avenue, 2800 LaSalle Plaza, Minneapolis, MN 55402.

**Article 5
CAPITAL STOCK**

The aggregate number of shares that the Corporation has authority to issue is 10,000 shares of capital stock, par value \$.01 per share.

**Article 6
PURPOSES AND POWERS**

The Corporation shall have general business purposes and shall possess all powers necessary to conduct any business in which it is authorized to engage, including but not limited to, all those powers expressly conferred upon professional service corporations by Chapter 621 of the Florida Statutes, as it may from time to time be amended, together with those powers implied therefrom.

**Article 7
DURATION**

The Corporation shall have perpetual duration.

**Article 8
NO PREEMPTIVE RIGHTS; NO CUMULATIVE VOTING**

No shareholder of the Corporation shall be entitled to any cumulative voting rights.

No shareholder of the Corporation shall be entitled to any preemptive rights to subscribe for any or all of the shares or other securities, or rights to purchase shares or other securities, of the Corporation, now or hereafter authorized.

Article 9
LIMITATION OF LIABILITY

No director shall be personally liable to the Corporation or to its shareholders for monetary damages for any breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the laws of the State of Florida as the same may exist or may hereafter be amended. Any repeal or modification of the provisions of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Any person who at any time shall serve or shall have served as a director, officer, or employee of the Corporation, or of any other enterprise at the request of the Corporation, and the heirs, executors and administrators of such person shall be indemnified by the Corporation in accordance with, and to the fullest extent permitted by, the provisions of the Florida Professional Service Corporation Act, as it may be amended from time to time.

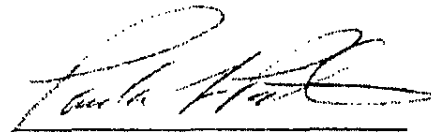
Article 10
ACTION WITHOUT A MEETING

An action required or permitted to be taken at a meeting of the directors may be taken by written action signed by all of the directors, and in the case of an action which need not be approved by the shareholders, such action may be taken by written action signed by the number of directors that would be required to take such action at a meeting of the directors at which all directors were present.

Article 11
INDEMNIFICATION

To the fullest extent authorized under Florida law, the Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a member of the Board of Directors or an officer of the Corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being a director or an officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as such director or an officer of the Corporation, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; and if allowed by applicable statute, the Corporation may advance to any such person funds to pay expenses for all legal and other expenses reasonably incurred by him or her in defending any such claim upon receipt of an undertaking to repay such amount unless it is determined that such person was entitled to indemnification hereunder; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct or otherwise prohibited by applicable Florida law.

* * * * *



Paula L. Peterson, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

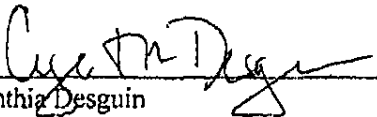
1. The name of the Corporation is:

DESGUIN & COMPANY, AN ACCOUNTANCY CORPORATION

2. The name and address of the registered agent and office is:

Cynthia Desguin
2346 NE 8th Place
Ocala, FL 34470

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Cynthia Desguin

DATE 12/01/11