P12000090448

(Requestor's Name)

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(Business Entity Name)

(Document Number)

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W12-51787

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12 OCT 23 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/29/12 T

COVER LETTER

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

SUBJECT: Accenda, Inc.
(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
- [x] $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: Jeffrey L. Cohen
Name (Printed or typed)

3330 Cumberland Boulevard, Suite 600
Address

Atlanta, Georgia 30339
City, State & Zip

404-814-0000
Daytime Telephone number

sanders42@yahoo.com
E-mail address: (to be used for future annual report notification)

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

12 OCT 23 AM 10: 36

FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 9, 2012

JEFFREY L. COHEN
3330 CUMBERLAND BLVD STE 600
ATLANTA, GA 30339

SUBJECT: ACCENDA, INC.
Ref. Number: W12000051787

We have received your document for ACCENDA, INC. 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) 245-6052.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 012A00024961

ARTICLES OF INCORPORATION

OF

ACCENDA, INC.

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12 OCT 23 PM 4:03

ARTICLE I

The name of the Corporation is ***ACCENDA, INC.***

ARTICLE II

The Corporation is organized pursuant to the Florida Business Corporation Code.

ARTICLE III

The Corporation is organized and chartered for the purpose of performing computer systems integration for U.S. companies. The Corporation shall have all powers necessary to conduct such businesses and engage in such activities, including but not limited to, the powers enumerated in the Florida Business Corporation Code or any amendment thereto.

ARTICLE IV

The Corporation shall have authority to issue not more than 1,000,000 shares of common stock.

ARTICLE V

Shares of the Corporation may be issued by the Corporation for such consideration as shall be fixed from time to time by the Board of Directors.

ARTICLE VI

Any action required or permitted to be taken at a meeting of the shareholders of the Corporation may be taken without a meeting if a written consent, setting forth the actions so taken, shall be signed by those persons who would be entitled to vote not less than the minimum number of shares necessary to authorize such action at a meeting at which all shareholders entitled to vote were present and voted. Notice of such action shall be given to all shareholders not represented on the written consent in the manner set forth in Section 607.0704 of the Florida Business Corporation Code.

ARTICLE VII

None of the holders of shares of common stock shall be entitled as a matter of right to purchase, subscribe for or otherwise acquire any new or additional shares of stock of the corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares, or any shares, evidences of indebtedness or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

ARTICLE VIII

Subject to the provisions of Section 607.06401 of the Florida Business Corporation Code, the Board of Directors shall have the power to distribute a portion of the assets of the Corporation, in cash or in property, to holders of shares of the Corporation.

ARTICLE IX

The initial Board of Directors of the Corporation shall consist of two members whose names and addresses are as follows:

Walter W. Sanders
8040 South Ludlum Road
Laurel Hill, Florida 32567

Ian Cooper
159 Carlton Road
Walton-on-Thames
SURREY
KT12 20J
UNITED KINGDOM

ARTICLE X

None of the members of the Board of Directors shall have any personal liability to the Corporation or its shareholders for monetary damages for a breach of the duty of care or other duty as a Director, with the exception of (a) any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) acts for which liability is imposed by Section 607.0831 of the Florida Business Corporation Code; and (d) any transaction from which a Director derives an improper personal benefit.

ARTICLE XI

Pursuant to Section 607.06031 of the Florida Business Corporation Code, the Corporation shall have the full power to purchase and otherwise acquire and dispose of its own shares and securities.

ARTICLE XII

The address of the initial registered office of the Corporation shall be 8040 South Ludlum Road, Laurel Hill, Florida 32567. The initial registered agent for the Corporation at such address shall be Walter W. Sanders.

ARTICLE XIII

The name and address of the Incorporator is Jeffrey L. Cohen, 3330 Cumberland Boulevard, Suite 600, Atlanta, Georgia 30339.

ARTICLE XIV

The mailing address of the initial principal office of the Corporation is 8040 South Ludlum Road, Laurel Hill, Florida 32567.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Walter W. Sanders
Registered Agent

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

Jeffrey L. Cohen
Incorporator

JEFFREY L. COHEN
3330 Cumberland Boulevard, Suite 600
Atlanta, GA 30339
(404) 814-0000

FILED
12 OCT 23 PM 4:05