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James Reese **DATE**  
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CORRECT Corporation name.  
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**TAX**  
**ADVANTAGE**

Income Tax Services  
Incorporations & Payroll  
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**JAMES K. REESE, EA**

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1201 North Third Street • Jacksonville Beach, Florida 32250 • (904) 241-0050 • Fax (904) 241-0752

October 22, 2012

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

Re: Articles of Incorporation: RCB Holdings, Inc.

Dear Sir or Madam:

Enclosed are (2) original Articles of Incorporation RCB Holdings, Inc. along with my check in the amount of \$70.00. Please file the Articles and return one copy to me at the above address.

If you have questions, please do not hesitate to call me.

Sincerely,



James K. Reese, EA

Enclosures:

Articles of Incorporation (2 copies)  
Check in the amount of \$70.00



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 13, 2012

TAX ADVANTAGE  
ATTN: JAMES K. REESE, EA  
1201 NORTH THIRD STREET  
JACKSONVILLE BEACH, FL 32250

SUBJECT: RCB HOLDINGS, INC.  
Ref. Number: W12000057155

We have received your document for RCB HOLDINGS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

Letter Number: 112A00027374

**ARTICLES OF INCORPORATION**

**OF**

**RCB HOLDINGS GROUP, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation shall be:

**RCB HOLDINGS GROUP, INC.**

The general nature of the business to be transacted by this corporation is:

To engage in services and activities associated with decision-making in the public and private sector.

To engage in any other lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description, and to otherwise engage in any legal business or activity permitted under the laws of the State of Florida and in all other States and counties.

To conduct said business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and license in the State of Florida and in all other States and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages and transfers of corporate indebtedness as required.

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

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, of any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

## **ARTICLE II - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares at no par value.

## **ARTICLE III - PREEMPTIVE RIGHT**

Holders of the common stock shall have the right to subscribe and purchase their pro rata shares of any new common stock which may be issued by the corporation.

## **ARTICLE IV - TERM OF EXISTENCE**

This corporation is to exist perpetually.

## **ARTICLE V - PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be at 58 W. 9<sup>TH</sup> Street, Atlantic Beach, FL 32233.

## **ARTICLE VI - INITIAL REGISTERED AGENT & ADDRESS**

The name and address of the initial registered agent is Lindsay Connolly, 58 W. 9<sup>th</sup> Street, Atlantic Beach, FL 32233.

## **ARTICLE VII - DIRECTORS**

This corporation shall not have more than one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

## **ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS**

The name and address of the Initial Director and Officers are:

NAME	ADDRESS
Lindsay Connolly P	58 W. 9th Street Atlantic Beach, FL 32233
Reid Connolly VP	58 W. 9th Street Atlantic Beach, FL 32233

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TALLAHASSEE, FLORIDA

## ARTICLE IX - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

NAME

ADDRESS

Lindsay Connolly

58 W. 9th Street  
Atlantic Beach, FL 32233

## ARTICLE X - AMENDMENTS

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 stockholders, and approved at stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

## ARTICLE XI - SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

## ARTICLE XII - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing.

  
Lindsay Connolly  
Incorporator

STATE OF FLORIDA IL  
COUNTY OF Duval KWC

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in State and County named above to take acknowledgments, personally appear Lindsay Connolly to me known to be the person described as subscribed in and executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this the 5<sup>th</sup> day of November, 2012.

OFFICIAL SEAL  
VINCENT M DEMARCO  
Notary Public - State of Illinois  
My Commission Expires Apr 3, 2016

  
Notary Public

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

The name of the corporation is:

**RCB HOLDINGS GROUP, INC.**

The name and address of the Registered Agent and Office

Lindsay Connolly  
58 W. 9th Street  
Atlantic Beach, FL 32233

SIGNATURE

DATE

*Lindsay Connolly*  
Lindsay Connolly  
*11/5/2012*

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.

SIGNATURE

DATE

*Lindsay Connolly*  
Lindsay Connolly  
*11/5/2012*