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SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 OCT 24 PM 2:50



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 23, 2013

J H BROWN
1800 PEMBROOK DR, SUITE 300
ORLANDO, FL 32810-6378

SUBJECT: BBSCFL, PAYROLL SERVICES, INC.
Ref. Number: W13000054137

We have received your document for BBSCFL, PAYROLL SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

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) 245-6052.

Pamela Smith
Regulatory Specialist II

Letter Number: 213A00024763



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 30, 2013

J H BROWN
1800 PEMBROOK DR, SUITE 300
ORLANDO, FL 32810-6378.

SUBJECT: BBSCFL, PAYROLL SERVICES, INC.
Ref. Number: W13000054137

We have received your document for BBSCFL, PAYROLL SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

Florida law requires any business entity serving in the capacity of a registered agent to have an active registration or filing on our records.

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) 245-6052.

Pamela Smith
Regulatory Specialist II

Letter Number: 613A00022900

COVER LETTER

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

SUBJECT: BBSCFL, Payroll Services, 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

☐ \$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: J H Brown

Name (Printed or typed)

1800 Pembroke Drive, Suite 300

Address

Orlando, Florida 32810-6378

City, State & Zip

(407) 822-4882 Ext. 1822

Daytime Telephone number

jhbrown@cflbooks.com

E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION

OF

BBSCFL PAYROLL SERVICES, INC.

A FOR PROFIT CORPORATION

In Compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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The Above Space Is For Official Use Only

Article I: The name of the corporation is: **BBSCFL Payroll Services, Inc.**

Article II: The principal place of business and mailing address in the State of Florida is **1800 Pembroke Drive, Suite 300, Orlando, Florida 32810-6378**, that this Corporation may maintain an office, or offices, in such other place(s) within or outside of the State of Florida as may be from time to time designated by the Board of Directors, or by the By-Laws of every kind and nature, including the holding of all Corporation Business of every kind and nature, including the holding of all meetings of Directors and Stockholders, within the State of Florida as well as outside the State of Florida.

Article III: The Purpose and objects for which this Corporation is formed are: **To engage in any lawful business and/or activity for which a corporation may be formed under the above Florida Statutes**, including, but not limited to the following:

- (A) Shall have such rights, privileges and powers, as may be conferred upon corporations by any existing law.
- (B) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized.
- (C) Shall have power to have succession by its corporate name for the period limited in its Certificate or Articles of Incorporation, and when no period is limited, perpetually, or until dissolved and its affairs concluded according to law.
- (D) Shall have the power to sue and be sued in any court of law, or equity.
- (E) Shall have power to make contracts.
- (F) Shall have power to hold, purchase and convey real and personal estate and to mortgage, or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the State of Florida, or in any other State, Territory or Country.
- (G) Shall have the power to appoint such Officers and Agents as the affairs of the Corporation shall require, and to allow them suitable compensation.
- (H) Shall have power to make By-Laws not inconsistent with the constitution, or laws of the United States, or of the State of Florida, for the management regulation and government of

its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its Stockholders.

- (I) Shall have power to wind up and dissolve itself, or be wound up, or dissolved.
- (J) Shall have power to adopt and use a common seal or stamp, alter the same at pleasure. The use of a seal, or stamp by the corporation on any corporate documents is not necessary. The corporation may use a seal or stamp, if it desires, but such use or nonuse shall not in any way affect the legality of the document.
- (K) Shall have power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time, or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.
- (L) Shall have power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of the indebtedness created by, any other corporation or corporations of the State of Florida, or any other State or government, and, while owners of such stock, privileges of ownership, including the right to vote, if any.
- (M) Shall have power to purchase, hold, sell and transfer shares of its own capital stock, and use therefore its capital, capital surplus, surplus, or other property or fund.
- (N) Shall have power to conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in the State of Florida, and in any of the several States, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign, countries.
- (O) Shall have power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its Certificate or Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the Corporation and in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects set forth in the Certificate or Articles of Incorporation of the Corporation, or any amendment thereof.
- (P) Shall have power to make donations for the public welfare or for charitable, scientific or educational purposes.
- (Q) Shall have power to enter into partnerships general, or limited, or joint ventures in connection with any lawful activities, as may be allowed by law.

Article IV: That the total number of shares of stock authorized to be issued, and may be issued by the Corporation is 1500 shares of Common Stock with a par value of .001 cents, and no other class of stock shall be authorized. Said shares may be issued by the Corporation from time to time for such considerations as may be fixed by the Board of Directors.

Article V: The Governing Board of this Corporation shall be known as Directors, and the number of Directors may from time to time be increased, or decreased in such manner as shall be provided by the By-Laws of this Corporation, providing that the number of Directors shall not be reduced to less than one (1).

The name and registered address of the initial Officers shall be two (2) in number and listed as follows:

<u>NAME</u>	<u>TITLE OF POSITION</u>	<u>REGISTERED ADDRESS</u>
Bookkeeping & Business Services of Central Florida, Inc.	President	1800 Pembrook Drive Suite 300 Orlando, FL. 32810-6378
BBSCFL, Inc.	Secretary	1800 Pembrook Drive Suite 300 Orlando, FL. 32810-6378

Article VI: The initial Registered Agent for this Corporation shall be: **Bookkeeping & Business Services of Central Florida, Inc.**. The address of said Registered Agent, and the registered, or statutory address of this Corporation in the State of Florida, shall be: **1800 Pembrook Drive, Suite 300, Orlando FL. 32810-6378.**

Article VII: The name and registered address of the Incorporator signing the Articles of Incorporation is as follows:

<u>NAME</u>	<u>REGISTERED ADDRESS</u>
Al Ayala	1800 Pembrook Drive, Suite 300, Orlando FL. 32810-6378, a Representative of; Bookkeeping & Business Services of Central Florida, Inc.

Article VIII: The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the Corporation.

Article IX: The duration of the Corporation shall be **Perpetual**.

Article X: In furtherance and not in limitation of the powers conferred by Statute the Board of Directors in expressly authorized:

Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter, or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent

Provided in the resolution or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name, or names as may be stated in the By-Laws if of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deems expedient and for the best interests of the Corporation.

Article XI: No Shareholder shall be entitled as a matter or right to subscribe for, or receive additional shares of any class of stock of the Corporation, whether now, or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Director to such persons and on such terms as in its discretion it shall deem advisable.

Article XII: No Director, or Officer of the Corporation shall be personally liable to the Corporation or any of its Stockholders for damages for breach of fiduciary duty as a Director or Officer involving any act, or omission, omissions of any such Director or Officer provided, however, that the foregoing provision shall not eliminate, or limit the liability of a Director or Officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of the State of Florida Revised Statutes, as they pertain to the same. Any repeal or modification of this Article by the Stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director, or Officer of the Corporation for acts or omissions prior to such repeal or modification.

Article XIII: This Corporation reserves the right to, amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now, or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

Article XIV: In the matter of Bookkeeping & Business Services of Central Florida, Inc., Al Ayala, a representative of the same, certifies that on this 24th day of September, 2013, accepted the appointment as Registered Agent of the above-entitled Corporation in accordance with Chapter 607 and/or Chapter 621, F.S.. Furthermore, that the street address in the State of Florida is: **1800 Pembroke Drive, Suite 300, Orlando, Florida 32810-6378**. This is the designated Registered Office of the Corporation.

In witness hereof, I have hereto set my hand to this 20th day of September, 2013.

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in this Certificate, I accept the appointment as Registered Agent and agree to act in this capacity.

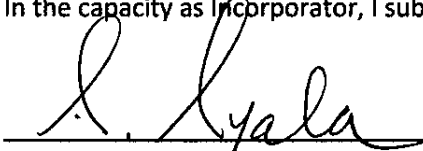


AL Ayala, Registered Agent
Bookkeeping & Business Services of Central Florida, Inc.

October 3, 2013

Date

In the capacity as Incorporator, I submit this document and affirm that the facts stated herein are true.



AL Ayala, Incorporator
Bookkeeping & Business Services of Central Florida, Inc.

October 3, 2013

Date

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