

May.20.2014

5/19/2014

SCFI Inc USA

407-822-4888

PAGE. 1/ 6

P140001189153

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H14000118915 3)))



H140001189153ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : BOOKKEEPING & BUSINESS SERVICES OF CENTRAL FLORIDA, INC.  
Account Number : I20140000042  
Phone : (407) 822-4882  
Fax Number : (407) 822-4884

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

FLORIDA PROFIT/NON PROFIT CORPORATION  
ATSB Accounting Tax and Small Business Authority Inc

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

FILED  
14 MAY 20 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
  
RECEIVED  
14 MAY 20 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H14000118915 3

**ARTICLES OF INCORPORATION**

**OF**

The Above Space Is For Official Use Only

**ATSB ACCOUNTING, TAX AND SMALL BUSINESS AUTHORITY, INC.**

**A FOR PROFIT CORPORATION**

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

**Article I:** The name of the corporation is: **ATSB ACCOUNTING, TAX AND SMALL BUSINESS AUTHORITY, INC.**

**Article II:** The principal place of business and mailing address in the State of Florida is **4767 New Broad Street, Orlando Florida 32814-6405**, 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

Page 1 of 5

H14000118915 3

H14000118915 3

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.

H14000118915 3

H14000118915 3

**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>
ATSB, LLC	President	300 E. BUSINESS WAY SUITE 200 CINCINNATI, OH 45241-2389
ATSB, LLC	Secretary	300 E. BUSINESS WAY SUITE 200 CINCINNATI, OH 45241-2389

**Article VI:** The initial Registered Agent for this Corporation shall be: de Beaubien, Knight, Simmons, Mantzaris & Neal, LLP. The address of said Registered Agent, and the registered, or statutory address of this Corporation in the State of Florida, shall be: 332 North Magnolia Ave, Orlando, FL 32801.

**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>
Amylissa T Brown Representative of; ATSB, LLC.	300 E. Business Way, Suite 200, Cincinnati, OH. 45241-2389, a

**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 is 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.

H14000118915 3

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 of 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 ATSB Accounting Tax and Small Business Authority, Inc, Brian Bishop, a representative authorized to act on behalf of de Beaubien, Knight, Simmons, Mantzaris & Neal, LLP, certifies that on this 19<sup>th</sup> day of May, 2014, the organization acknowledges, accepts and consents to its appointment as Registered Agent of the above-entitled Corporation in accordance with Chapter 607 and/or Chapter 621, F.S.. Furthermore, that their street address in the State of Florida is: **332 North Magnolia Ave, Orlando, FL. 32801.** This is the designated Registered Office of the Corporation.


H14000118915 3

H14000118915 3

**Article XV:** The Employer Identification Number of this corporation shall be 46-5696601.

In witness hereof, I have hereto set my hand to this 19<sup>th</sup> day of May, 2014.


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.

  
Bryan Bishop, Registered Agent  
de Beaubien, Knight, Simmons, Mantzaris & Neal, LLP

May 20, 2014

Date

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

  
Amyssa T. Brown, Incorporator  
ATSB, LLC

May 20, 2014

Date

FILED  
14 MAY 20 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

H14000118915 3