

P96000078808

Armentrout & Theis, CPAS, P.A.
1001 N. Washington Boulevard
Suite 101
Sarasota, Florida 34236

September 16, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600001952956
-09/20/96--01063--011
****121.50 ****112.50

Dear Sir:

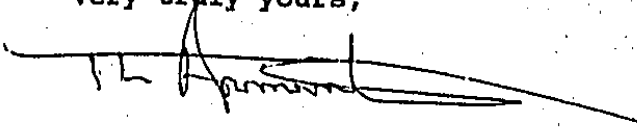
I am enclosing the Articles of Incorporation for ARMENTROUT & THEIS, CPAS, P.A. for your filing. Our check for \$121.50 is enclosed to cover the following items:

license fee for Articles of Incorporation
filing fee for Articles of Incorporation
certified copy of Articles of Incorporation
registered agent fee - Articles of Incorporation

Thank you for your attention to this matter.

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Very truly yours,


Terry L. Armentrout

Enclosures

SEP 23 1996

FILED
96 SEP 20 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ARMENTROUT & THEIS, CPAS, P.A.

FILED

96 SEP 20 PM 1:18

SECRETARY OF STATE
TREASURY SEC. FLORIDA

I, the undersigned incorporator, hereby associate myself to make, subscribe, acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

ARMENTROUT & THEIS, CPAS, P.A.

ARTICLE II

BUSINESS, OBJECTS OR PURPOSE

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation shall be as follows:

- (a) To engage in every aspect of a licensed certified public accounting firm, as allowed now or in the future allowed.
- (b) To engage and render the professional services involved only through its officers, agents and employees who shall also be duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.
- (c) To engage in no other business other than the rendition of the professional services specified herein.
- (d) To purchase or otherwise acquire, to own, mortgage, pledge, sell, assign or otherwise dispose of; and to invest, trade, deal in and with real personal property of every class and description.
- (e) To purchase lease and hold real and personal property and any estate and interest therein and chosen in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and to transact all or any other business which may be necessary of incidental or proper to the exercise of any and all the aforesaid purposes of the corporation.
- (f) 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 purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and

evidence of indebtedness payable at a specified time or times secured by mortgage or otherwise.

(g) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or by bonds issued by, or evidence of indebtedness created by, any other corporation or corporations and while owing said stock to exercise all rights, powers and privileges of ownership, including the right to vote thereon;

(h) To purchase, sell and transfer shares of its own capital stock;

(i) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any licenses or other rights or interest therein and thereunder;

(j) In general, to carry on any business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporations acts of the State of Florida, and any amendments thereof, and to do any and all things here before set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to the limit or restrict in any manner the powers of this corporation.

ARTICLE III

CAPITAL STOCK

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 7,500 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(c) The holders of the stock of the corporation shall have preemptive right to subscribe for and purchase their proportionate share of any additional stock issued by the corporation from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized or be authorized subsequently to these Articles of Incorporation.

(d) The original issue of Corporate stock shall avail itself of the provisions of Section 1244 of the Internal Revenue Code.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation will begin business will be Five Hundred Dollars (\$500.00).

ARTICLE V

EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE VI

PRINCIPAL OFFICE

The principal office of this corporation shall be located at 1001 N. Washington Boulevard, Suite 101, Sarasota, Florida 34236, but the corporation shall have the power to relocate its principal office or to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than five (5) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors qualified and active, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office, at any time, with or without cause.

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The name and address of the member of the first Board of Directors of this corporation, who subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or until an election is held by the stockholders for the election of permanent directors, or until their successors have been duly

elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Terry L. Armentrout	6162 Bonaventure Court Sarasota, Florida 34243 President/Treasurer/Director
E. Frederick Theis, Jr.	170 W. Dearborn Englewood, Florida 34224 Director

ARTICLE IX

SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Terry L. Armentrout	6162 Bonaventure Court Sarasota, Florida 34243

ARTICLE X

TRANSACTIONS WITH CORPORATION

No contact or other transaction between this corporation and any other corporation, and no other contact or transaction of this corporation, shall in any way be effected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation. Any director individually, or any firm of which any director may be a member, may be a party of, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such a firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE XI

BY-LAWS

(a) The power to adopt the by-laws of this corporation to alter, amend or repeal the by-laws or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof

may be adopted by vote of the stockholders. No by-law which had been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the betterment of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of this state or of the United States.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

Terry L. Armentrout
TERRY L. ARMENTROUT

Sheila F. Florian
WITNESS:

STATE OF FLORIDA
COUNTY OF SARASOTA

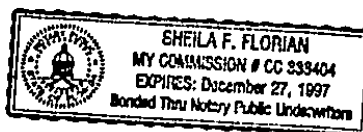
The foregoing instrument was acknowledged before me this 18th day of September, 1996, by , Terry L. Armentrout who is () is not (X) know to me, and if not produced _____ as identification and who did take an oath.

WITNESS my hand and official seal and date aforesaid.

PRINT: Sheila F. Florian
NOTARY PUBLIC

SIGN: Sheila F. Florian
NOTARY PUBLIC

EXPIRES: 12-27-97 COMMISSION



DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 24.091, Florida Statutes, the following is submitted in compliance with said act: That Armentrout & Theis, CPAS, P.A., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the County of Sarasota, State of Florida, has named Terry L. Armentrout, located at 1001 N. Washington Boulevard, Suite 101, Sarasota, Florida 34236, County of Sarasota, State of Florida as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept Service of Process for the above stated Corporation at the place designated in this certificate, we hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


TERRY L. ARMENTROUT

Sept 9, 1996
DATE

FILED
96 SEP 20 PM 1:18
CLERK OF STATE
TALLAHASSEE, FLORIDA