

TRANSMITTAL LETTER

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

FILED
97 JAN 27 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P97 000001013

SUBJECT: BANNISTER ACCOUNTANTS, INC

(Proposed corporate name - must include suffix)

500002070985--8
-01/28/97--01152--006
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ROBERT H BANNISTER

Name (Printed or typed)

12352 89TH TER

Address

SEMINOLE FL 33772

City, State & Zip

813-398-1195

Daytime Telephone number

2/3/97
TB

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

ARTICLES OF INCORPORATION
OF
BANNISTER ACCOUNTING, INC.

ARTICLE I
Name

The name of this corporation is *BANNISTER ACCOUNTING, INC.*
The principal office of the corporation is at *12352-89 TERR. N.,*
SEMINOLE, FL. 33772.

ARTICLE II
Duration

This corporation shall exist perpetually unless dissolved according to law, commencing on the date of filing with the Secretary of State.

ARTICLE III
Purpose

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Corporation Law of Florida.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue 10,000 shares of ten cent par value common stock, all of which shall have the same rights and privileges.

Each share of common stock shall entitle the holder thereof to one (1) vote at any stockholders meeting and otherwise to participate in all such meetings and in the assets of the corporation, and such shares shall be fully paid and non-assessable. They shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of such shares. They may be paid for in lawful money of the United States of America, or in

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ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is *12352-89 TERR. N, SEMINOLE, FL. 33772*, and the name of the initial registered agent of this corporation at that address is ROBERT H. BANNISTER.

ARTICLE VI
Directors

This corporation shall have *Two* (2) directors initially. The number of Directors may be increased or decreased from time to time by by-laws adopted by the stockholders, but shall never be less than one (1). Vacancies on the Board of Directors may be filled at any special meeting of the stockholders or at any meeting of the Directors. Directors need not be stockholders of the corporation. They shall hold office after their election for a period of one (1) year, or until their successors are duly elected and qualified, subject to their removal by the stockholders at any time with or without cause. The Board of Directors shall have complete charge of the business of the corporation and shall have power to elect committees of the Board and to delegate to them, as well as to the officers of the corporation, such powers in the conduct of the corporation's business as may be deemed advisable. The Board of Directors shall elect the officers of the corporation who shall consist of a President, Secretary and Treasurer and such other officers as the Board of Directors may deem advisable and shall determine the compensation of such officers, including those who may also be Directors. None of these officers are required to be stockholders of the corporation. All such officers shall have rank, tenure of office, powers and duties as may be prescribed by the by-laws or the Directors by appropriate resolution.

ARTICLE VII
Initial Board of Directors

The names and addresses of the initial Directors of this Corporation are:

ROBERT H. BANNISTER

12352 89th Terrace
Seminole, Florida, 33772

NANCY A. BANNISTER

12352 89th Terrace
Seminole, Florida, 33772

ARTICLE VIII
Incorporator

The name and street address of the person signing these Articles of Incorporation are:

ROBERT H. BANNISTER

12352 89th Terrace
SEMINOLE, Florida 33772

ARTICLE IX
Special Provisions

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is or are a director or directors or officer or officers of such other corporation, and no contract or other transaction between the corporation and any other person or firm shall be affected or invalidated by the fact that any one or more Directors of this corporation is a party to, or are parties to, or interested in such contract or transaction; provided that in each such case the nature and extent of the interest of such Director or Directors in such contract or other transaction or the fact that such Director or Directors is or are a Director or directors or officer or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is made.

expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be a party by reason of his being or having been a Director or officer of the corporation or at its request of any other corporation of which he is a stockholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall finally be adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27th day of JANURARY, 1997.



ROBERT H. BANNISTER, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared, ROBERT H. BANNISTER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 27
day of Jan 1997

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that *BANNISTER ACCOUNTING, INC.*, desiring to organize or qualify under the laws of the State of Florida, with its registered office at the City of St. Petersburg, County of Pinellas, State of Florida, has named ROBERT H. BANNISTER, located at 12352-89 TERR. N., SEMINOLE, FL. 33772, in the County of Pinellas, as its registered agent to accept service of Process within this state. The registered office to this corporation is the street address shown above.

Dated: JANUARY 17, 1987

Robert H. Bannister

ROBERT H. BANNISTER, Incorporator

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TALLAHASSEE, FLORIDA
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Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Robert H. Bannister

ROBERT H. BANNISTER
Registered Agent