



P97000027606

W. J. Tremblay, P.A.

Internal Revenue Representation  
Audit • Collection • Appeals

1801 S. Federal Highway, Ste. 219, Delray Beach, Florida 33483

(407) 243-6355

Offices In:  
Delray Beach  
Tampa

Fellow In:  
The National Tax  
Practice Institute

Member Of:

- National Assoc. of Enrolled Agents
- National Assoc. of Public Accountants
- Florida Assoc. of Enrolled Agents
- Florida Society of Accounting and Tax Professionals, Inc.
- National Society of Tax Professionals
- Institute of Certified Practitioners

Licensed by the  
Federal Government

Not registered with  
the Florida Board of  
Accountancy

February 25, 1997

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-03/24/97--01122--008  
\*\*\*\*122.50 \*\*\*\*122.50

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

The Articles of Incorporation for Marshall & Tremblay, P.A. is hereby submitted for your approval in accordance with Section 607.164 of the Florida Statutes.

A check for \$122.50 to cover the required fees and taxes is enclosed.

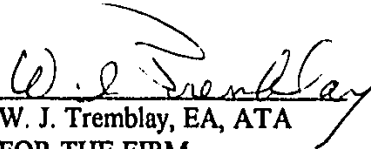
Please return the filing acknowledgment and any other material to this office:

W. J. Tremblay, P.A.  
1801 S. Federal Hwy, Suite 219  
Delray Beach, FL 33483

(561) 243-6355

Very truly yours,

W. J. TREMBLAY, P.A.

  
W. J. Tremblay, EA, ATA  
FOR THE FIRM

FILED  
97 MAR 24 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER MAR 27 1997

Enrolled Agents: The Tax Professionals

Enrolled to Represent Taxpayers Before the Internal Revenue Service

**FILED**  
97 MAR 24 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation**

**of**

**Marshall & Tremblay, P.A.**

The undersigned natural persons, having capacity to contract and acting as the incorporator of this Corporation under the Florida General Corporation Act adopts the following Articles of Incorporation for such Corporation, to-wit:

**ARTICLE ONE: NAME & MAILING ADDRESS OF CORPORATION**

The name of the Corporation is:

Marshall & Tremblay, P.A..

c/o W. J. Tremblay, P.A.

1801 S. Federal Hwy., Ste. 219

Delray Beach, FL 33483

**ARTICLE TWO: COMMENCEMENT AND DURATION**

The corporation is to commence its existence upon the filing of these Articles by the Department of State, and will exist perpetually thereafter unless earlier dissolved in the manner prescribed by law.

**ARTICLE THREE: PURPOSE AND POWERS**

The purpose of the corporation is to engage in, for profit, any lawful act and activity for which corporations may be organized under the Florida General Corporation Act, and the Corporation

shall have such powers as is necessary to effectuate the practice of representation services before the Internal Revenue Service and the marketing thereof.

#### **ARTICLE FOUR: CAPITAL STOCK**

1. The maximum number of shares which the Corporation shall have the authority to issue is One Hundred (100 shares of Common Stock at One Dollar (\$1.00) per share par value.
2. The consideration to be paid for each share shall be payable in lawful money or property, labor, or services.

#### **ARTICLE FIVE: PREEMPTIVE RIGHTS**

The shareholders of any class or series of stock of the Corporation shall have the preemptive right to subscribe, in proportion to their holdings (rounded to the nearest full share) at the price it is offered to others, for any authorized but unissued or treasury stock of such class or series of the Corporation to be issued.

#### **ARTICLE SIX: BOARD OF DIRECTORS**

The activities and affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall be such as from time to time shall be fixed by the By-laws of the Corporation; but in no event shall the number be less than one (1). The Board of Directors is expressly authorized to make, alter, or repeal the By-laws of the Corporation. The initial Board of directors shall consist of two (2 ) directors, whose names and addresses are as follows:

John M. Marshall      SSN 265-98-6384

8893 Sadlewood Drive

Jonesboro, GA 30236

W. J. Tremblay      SSN 038-24-8507

350 SW 27th Avenue

Delray Beach, FL 33445

#### **ARTICLE SEVEN: INDEMNIFICATION**

The Corporation shall have the power to enter into an indemnity agreement with any officer or director, or any former officer or director, indemnifying the same to the full extent permitted by law.

#### **ARTICLE EIGHT: INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent of the Corporation, and the street address of the initial registered office of the Corporation in the State of Florida is:

W. J. Tremblay, 1801 S. Federal Hwy., Ste. 219, Delray Beach, Florida 33483.

#### **ARTICLE NINE: INCORPORATOR**

The name and address of the incorporator hereunder is:

W. J. Tremblay, 1801 S. Federal Hwy., Ste. 219, Delray Beach, Florida 33483 and

John M. Marshall, 8893 Sadlewood Drive, Jonesboro, GA 30236

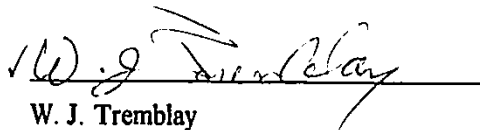
**ARTICLE TEN: RESERVED POWERS**

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 the laws of the State of Florida; and all rights and powers conferred on directors or shareholders herein are granted subject to this reservation.

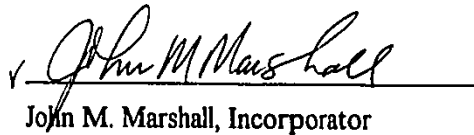
**ARTICLE ELEVEN: INFORMAL DIRECTOR ACTION**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida does make, file and record these Articles, and certifies that the facts herein stated are true.

  
W. J. Tremblay

Incorporator and Registered Agent

  
John M. Marshall, Incorporator


STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned, a Notary Public, in and for the State of Florida at Large, personally appeared W. J. Tremblay, and John M. Marshall, the above-named Incorporators and Registered Agent, personally known to me, who acknowledged the execution of the foregoing instrument for the purpose therein contained.

Witness my hand and official seal in the State and County last aforesaid this day of

2/28, 1997.



Notary Public,

State of Florida at Large

My Commission expires:



Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By W. J. Tremblay  
W. J. Tremblay  
(Resident Agent)

FILED  
97 MAR 24 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA