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REFERENCE : 980630 80576A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 30, 1998

ORDER TIME : 8:42 AM

ORDER NO. : 980630-005

CUSTOMER NO: 80576A

CUSTOMER: William S. Wood, Esq
WILLIAM S. WOOD, ESQ

P.O. Box 3365

Tequesta, FL 33469-0365

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DOMESTIC FILING

NAME: C & H EXPRESS TAX, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -1 PM12:23

RECEIVED
98 OCT 10 AM 9:54
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
C & H EXPRESS TAX, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -1 PM 12:23

WE, THE UNDERSIGNED, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I. NAME

The name of this corporation is C & H EXPRESS TAX, INC. The principal office address, mailing address and registered agent address shall be 178 N. Military Trail, West Palm Beach, FL 33415.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, land to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property and services, of every class, kind and description; and more particularly and without limitation it shall have the power to provide to the public the service of electronic filing of tax returns, and to engage in such other business for any lawful purpose not specifically prohibited to corporations under the Florida General Corporation Act; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, mutual fire insurance association, fraternal benefit society, or a state fair or exposition.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of Common Stock having a nominal or par value of One (\$1.00) Dollar per share.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sales for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. This restriction shall be indicated on all share certificates.

ARTICLE VII. RESTRICTIONS ON TRANSFERS OF STOCK

Shares of capital stock in this corporation shall be issued initially to the following person with the amount set opposite her name.

<u>Names</u>	<u>Shares of Capital Stock</u>
Carolyn P. Huffman	500

Shares held by the initial shareholder, listed above, may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder or shareholders or to the corporation. This restriction shall be indicated on all share certificates.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 178 N. Military Trail, West Palm Beach, FL 33415, and the name of the initial registered agent of this corporation is Carolyn P. Huffman.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The Number of directors may be increased from time to time by the by-laws, but shall never be fewer than one (1). The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Carolyn P. Huffman	178 N. Military Trail West Palm Beach, FL 33415

ARTICLE X. INCORPORATOR

The name and address of the person signing these articles is:

Carolyn P. Huffman	178 N. Military Trail West Palm Beach, FL 33415
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ARTICLE XI. ACTION BY WRITTEN CONSENT

The stockholders and directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII. MEETINGS BY CONFERENCE TELEPHONE

The Stockholders and members of the Board of Directors may participate in meetings of the Stockholders and Board of Directors by means of conference telephone, as provided by law.

ARTICLE XIII. INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XIV. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation is made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of Sept, 19 98.

Carolyn P. Huffman
CAROLYN P. HUFFMAN

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

BEFORE ME, a Notary public authorized to take acknowledgments in the State and County set forth above, personally appeared CAROLYN P. HUFFMAN, personally known to me or identified by the following identification personally known, and known to me to be the person who executed the foregoing Articles of Incorporation, who did not take an oath, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the state and county aforesaid, this 28th day of September, 19 98.



Suzanne M. Chaconas
Notary Public, State of Florida at Large.
My Commission Number is:
My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -1 PM 23

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT, C & H EXPRESS TAX, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT WEST PALM BEACH, PALM BEACH COUNTY, STATE OF
FLORIDA, HAS NAMED CAROLYN P. HUFFMAN, LOCATED AT 178 N. MILITARY
TRAIL, WEST PALM BEACH, FL 33415, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

DATED THIS 28 DAY OF Sept, 19 98.

Carolyn P. Huffman (SEAL)
CAROLYN P. HUFFMAN, PRESIDENT

SECOND: HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES.

Carolyn P. Huffman (SEAL)
CAROLYN P. HUFFMAN
RESIDENT AGENT

DATE: Sept 28th 1998