

-FILED-

File No.: 6532024

Date Filed: 1/6/2025

**ARTICLES OF INCORPORATION
OF
GOOD GUYS ACCOUNTING, INC.**

ARTICLE I -- NAME OF CORPORATION

The name of this corporation is Good Guys Accounting, Inc.

ARTICLE II -- PURPOSE OF CORPORATION

- A. **Purpose of Corporation.** The purpose of this corporation is to engage in the profession of accountancy and any other lawful activities (other than the banking or trust company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations.
- B. **Professional Corporation.** This corporation is a professional corporation within the meaning of Title 1, Division 3, Part 4 of the California Corporations Code.

ARTICLE III -- AGENT FOR SERVICE OF PROCESS

The name of this corporation's initial agent for service of process is:

San Diego Corporate Law, A Professional Law Corporation

ARTICLE IV -- CAPITALIZATION

- A. **Number of Shares.** This corporation is authorized to issue only one class of shares, which shall be designated as "common" shares. The total number of such shares authorized to be issued is ten million (10,000,000).
- B. **Authority to Issue Shares.** The Corporation's Board of Directors shall have the authority to issue shares of stock, from time to time, on such terms and conditions, and for such price or prices, as the Board of Directors may determine in its sole discretion.
- C. **Shares; Ownership and Transfer.**
 - 1. The shares of the Corporation may be owned only by:

- a. The Corporation;
 - b. A person licensed to practice accountancy by the California Board of Accountancy;
 - c. A person who is licensed to practice accountancy in the jurisdiction or jurisdictions in which the person practices.
 - d. A non-licensed person in accordance with California Business and Professions Code §5079.
2. The shares of the Corporation owned by a person who:
 - a. Dies;
 - b. Ceases to be an eligible shareholder; or
 - c. Becomes a disqualified person as defined in § 13401(e) of the Corporations Code, for a period exceeding 90 days, shall be sold and transferred to the Corporation or its shareholders on such terms as are agreed upon by the Corporation and its shareholders. Such sale or transfer shall occur not later than 6 months after any such death and not later than 90 days after the date he ceases to be an eligible shareholder, or 90 days after the date he becomes a disqualified person.
 3. The Corporation and its shareholders may, but need not, agree that shares sold to it by a person who becomes a disqualified person for any reason other than disbarment may be resold to such person if and when he again becomes an eligible shareholder.
 4. The share certificates of the Corporation shall contain an appropriate legend setting forth the foregoing restrictions.
 5. The income of the Corporation attributable to its practice of accountancy while a shareholder is a disqualified person shall not in any manner accrue to the benefit of such shareholder or his shares.

ARTICLE V -- BUSINESS ENTITY ADDRESSES

- A. The street address of the corporation shall be:

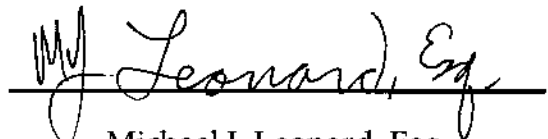
1133 Palm Drive
Burlingame, CA 94010

- B. The mailing address of the corporation shall be:

P.O. Box 90834
San Diego, CA 92169

ARTICLE VI -- LIMITS ON LIABILITY AND INDEMNIFICATION

- A. **Limits on Liability.** The liability of the directors of this corporation for monetary damages shall be limited to the fullest extent permissible under California law. This corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law.
- B. **Indemnification.** This corporation is authorized to provide, by bylaws, shareholder agreement, or otherwise, for the indemnification of agents, as defined in Corporations Code §317, in excess of the indemnification expressly permitted by §317 for breach of duty to this corporation and its shareholders, provided, however, that such provision shall not provide for indemnification of any agent for any acts or omissions or transactions from which a director may not be relieved of liability as set forth in the exception to Corporations Code §204(a)(11), or as to circumstances in which indemnity is expressly prohibited by Corporations Code §317.


Michael J. Leonard, Esq.
Incorporator