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CLERK OF STATE  
TALLAHASSEE, FLORIDA

OCT 6 2015  
S. GILBERT

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## COVER LETTER

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

SUBJECT: Domestication of foreign entity THE WOOD CELLAR, LTD. (INC.)

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

**FEES:**

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status \$ 8.75

THE WOOD CELLAR, LTD. (INC.)

Name (printed or typed)

2825 Business Center Blvd, Suite C7

Address

Melbourne, FL 32940

City, State & Zip

(321) 751-4235

Daytime Telephone Number

office@woodcellar.com

E-mail address: (to be used for future annual report notification)

CERTIFICATE OF DOMESTICATION

FILED

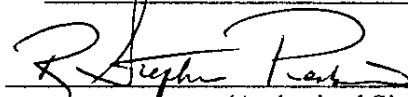
The undersigned, Richard Stephen Perkins, President 15 SEP 29 PM 11:07  
(Name) (Title)  
of THE WOOD CELLAR, LTD. (INC.)  
(Corporation Name) a foreign corporation, SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was September 16, 1993.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Commonwealth of Virginia State Corporation Commission.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was THE WOOD CELLAR, LTD. (INC.).
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is THE WOOD CELLAR, LTD. (INC.).
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Commonwealth of Virginia State Corp. Commission.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of THE WOOD CELLAR, LTD. (INC.)

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 23rd day of September, 2015.

  
(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION**  
*IN COMPLIANCE WITH CHAPTER 607, F.S.*

FILED  
15 SEP 29 PM 11:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I    NAME**

THE NAME OF THE CORPORATION SHALL BE:

THE WOOD CELLAR, LTD. (INC.)

**ARTICLE II    PRINCIPAL OFFICE**

THE PRINCIPAL PLACE OF BUSINESS/ MAILING ADDRESS IS:

Principal Address

2825 Business Center Blvd. Suite C7

Melbourne, Florida 32940

Mailing Address

PO Box 411897

Melbourne, FL 32941

**ARTICLE III    PURPOSE**

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED:

The purpose of this corporation is to engage in the sale and installation of wood floor products and other wood products and to conduct any other business activity or act not prohibited by law and to do any other thing to the same extent as a natural person might or could do. The corporation shall have the power to engage in any lawful activity not required to be stated in these Articles.

See attached copy of original "Articles of Incorporation"

**ARTICLES OF INCORPORATION**

**of**

**THE WOOD CELLAR, LTD.**

The undersigned acts to form a stock corporation under the provisions of Chapter 9 of Title 13.1 of Code of Virginia, the Virginia Stock Corporation Act.

**ARTICLE ONE**

The name of the Corporation is **THE WOOD CELLAR, LTD.**

**ARTICLE TWO**

The purpose of this corporation is to engage in the sale and installation of wood floor products and other wood products and to conduct any other business activity or act not prohibited by law and to do any other thing to the same extent as a natural person might or could do. The corporation shall have the power to engage in any lawful activity not required to be stated in these Articles. These activities include, but are not limited to, such activities and power enumerated in Section 13.1-627 of the Code of Virginia, 1950, as amended. The enumeration of objectives, special powers and purposes herein shall not be deemed to exclude in any way or limit by interference any powers, objectives or purposes which are granted by force of the laws of the Commonwealth of Virginia, now or hereafter in effect or implied by any reasonable construction of the law, and the expression of one thing shall not be deemed to exclude another, although it be of like nature.

### ARTICLE THREE

The number of common stock which the corporation is authorized to issue is as follows:

<u>Number of Shares Authorized</u>	<u>Classes</u>
5,000	Common Stock

### ARTICLE FOUR

The pre-emptive rights of the stockholders to acquire unissued shares of the corporation's stock.

### ARTICLE FIVE

The corporation's initial registered office is located in the City of Virginia Beach, Virginia, and its address is 3104 Arctic Avenue, Virginia Beach, Virginia 23451. The name of the registered agent is Richard W. Whittemore who is a resident of Virginia and a member of the Virginia State Bar, whose address is 3104 Arctic Avenue, Virginia Beach, Virginia.

### ARTICLE SIX

The names and addresses of the initial directors are as follows: Melvin Harrell, whose address is 1621 Sandbridge Road, Virginia Beach, Virginia 23456 and Stephen R. Perkins whose address is 1113 Birdneck Lake Drive, Virginia Beach, Virginia 23451.

IN WITNESS WHEREOF, I have hereunto set my hand this 15<sup>th</sup> day of September, 1993.

  
RICHARD W. WHITTEMORE, INCORPORATOR

**ARTICLE IV    SHARES**

THE NUMBER OF SHARES OF STOCK IS: 5000

**ARTICLE V   INITIAL DIRECTORS AND/ OR OFFICERS**

THE NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:

Title/Name

Richard Stephen Perkins/ President

2825 Business Center Blvd., Suite C7

Melbourne, FL 32940

Title/Name

Title/Name

Title/Name

Title/Name

Title/Name

Title/Name

Title/Name

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

THE **NAME AND FLORIDA STREET ADDRESS** (P.O. BOX **NOT** ACCEPTABLE) OF THE REGISTERED AGENT IS:

G. Philip J. Zies, Esq  
997 S. Wickham Road, Suite 2  
West Melbourne, FL 32904


**ARTICLE VII INCORPORATOR**

THE **NAME AND ADDRESS** OF THE INCORPORATOR IS:


Rose Anna Buckley  
2825 Business Center Blvd, Suite C7  
Melbourne, FL 3249

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**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND  
ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.**

  
\_\_\_\_\_  
Signature/Registered Agent

9/24/2015  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

9/24/15  
\_\_\_\_\_  
Date