

P02000128519

3462 Bayshore Blvd NE
St. Pete FL 33703

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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12-06-02

ARTICLES OF INCORPORATION

OF

ADORNMENTS BY DAWN, INC.

On this 23rd day of November, 2002 came and appeared Dawn Nyman, who declared that in accordance with the laws of Florida, she does hereby contract, agree, bind, and obligate herself to form, organize, and constitute herself, as well as other persons who may in the future join or become associated with her or her successor, into a business corporation for the objects and purposes and under the conditions, covenants, stipulations and agreements of the articles following.

ARTICLE I

Name and Powers

The name of this corporation will be Adornments by Dawn, Inc. and it will exist and continue under this name unless dissolved in accordance with law. This corporation will have corporate existence and succession in perpetuity for as long as authorized by the laws of Florida, and it will possess all the powers, rights, privileges, and immunities which corporations are and may in the future be authorized to possess under the constitution and laws of Florida.

ARTICLE II

The principal place of business and mailing address of this corporation is as follows, to wit:

Adornments by Dawn, Inc.
3462 Bayshore Boulevard NE
St. Petersburg, Florida 33703

ARTICLE III

Purpose

The objects and purposes for which this corporation is formed and the nature of the business to be carried on by it are as follows:

To enter into any lawful business activity in which corporations organized under Florida laws may engage, either for its own account or for others as agent.

The preceding shall be construed both as objects and powers, but their enumeration shall not be held to limit or restrict in any manner the powers and privileges conferred on this corporation by the constitution and laws of Florida.

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ARTICLE IV

Stock

The total authorized capital stock of this corporation shall be 1000 shares of common stock with no par value. Shareholders shall have preemptive rights. The transfer of stock of this corporation shall be made only on the books of the corporation by the stockholders, in person or by proxy, and under such rules and regulations as the board of directors may in accordance with law prescribe from time to time.

ARTICLE V

Directors

The business and affairs of this corporation will be managed and all the corporate powers shall be vested in and exercised by a board of directors. The number of directors may be fixed or changed in the corporation bylaws. Any director absent from a meeting may be represented by any other director or shareholder who has cast the vote of the absent director according to the written instructions, general or special, of the absent director. The board of directors has authority to make and alter bylaws, fix their own qualifications, classifications, or terms of office, and fix or increase their compensation, subject to the power of the shareholders to change or repeal the bylaws so made.

The board of directors has such power and authority with respect to capital, surplus, and dividends, including allocation, increases, reduction, utilization, distribution, and payment, as is permitted and provided by applicable Florida law.

The board of directors has full authority to exercise other powers and to perform such other lawful activities in which the corporation and/or its shareholders may engage, unless prohibited from doing so by law or this corporation's charter or bylaws.

Upon the written request of shareholders holding 51 percent of this corporation's issued and outstanding voting stock, any director may be replaced, even though his term of office may not have expired.

The initial director the corporation is as follows, to wit:

Dawn Nyman
3462 Bayshore Boulevard, NE
St. Petersburg, Florida 33703

ARTICLE VI

Registered Agent

The registered agent for the corporation is as follows, to wit:

Dawn Nyman
3462 Bayshore Boulevard, NE
St. Petersburg, Florida 33703

ARTICLE VII

Incorporator

The name and address of the Incorporator of the Corporation is as follows, to wit:

Dawn Nyman
3462 Bayshore Boulevard, NE
St. Petersburg, Florida 33703

ARTICLE VIII

Restriction on Stock

In the event any shareholder desires to dispose of his stock by sale or otherwise, or in the event any shareholder dies and his shares are thereby transferred by will or by law, or in the event any shares become vested in any other party by separation or divorce or otherwise, or in the event shares owned by any shareholder are seized by a judgment creditor or transferred by assignment for benefit of creditors, or to a receiver or trustee in bankruptcy by operation of law, to be sold in satisfaction of debt, then and in such event, the corporation and the remaining shareholders shall have the right to purchase such shares for the fair market value thereof. The corporation shall have the first option to

so purchase. Should the corporation not exercise such option as to any or all shares within thirty (30) days of the date such shares become legally available for purchase, then the shares shall be offered to the other shareholders in the proportions in which they hold stock in the corporation. Such shareholders must accept or decline the purchase within thirty (30) days of the date such shares become legally available for purchase. Should all remaining shareholders decline to so purchase, then such shares may be freely transferred by the legal owner thereof.

The fair market value shall be determined, in the event of dispute, by one arbitrator appointed by the selling shareholder or his seizing creditor or other representative, one arbitrator appointed by the corporation or the purchasing shareholder, and one arbitrator appointed by the two so provided.

This article shall be copied in full on each certificate of stock issued by the corporation and shall be binding on all persons whomsoever.

ARTICLE IX

Issuance of Stock

Without any necessity of action by the shareholders, previously authorized but unissued shares of stock with the corporation may be issued from time to time by the Board of Directors, and any and all shares so issued and paid for, shall be deemed full paid stock and not liable to any further assessment or call, and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE X

Indemnification

This corporation will have the power to indemnify and defend any person who was or is threatened to be made a party to any pending or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by the corporation) by reason of fact that he is or was a director, officer, or employee or is or was serving at the request of the corporation as a director, officer, employee, or agent from another corporation or entity, against expenses including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and had no reason to believe his or her conduct was unlawful.

ARTICLE XI

Limitations of Liability

The Incorporator, officers, and directors of this Corporation claim the benefits of limitation of liability to the maximum extent authorized by Florida law as fully and completely as though said provisions were recited herein in full. Provided further, that if subsequent to the date these Articles of Incorporation are executed by the Incorporator, Florida law changes, either by legislation or by jurisprudence, to broaden or expand the benefits of limitation of liability set forth in Florida law, these broader or expanded benefits of limitation of liability shall be afforded to the Incorporator, officers and directors of the Corporation for acts and omissions occurring subsequent to the effective date of such broadening or expansion of said benefits of limitation of liability.

ARTICLE XII

Cumulative Voting

In the election of directors, each shareholder of record shall have the right to multiply the number of votes to which he or she is entitled by the number of directors to be elected, and to cast all such votes for one candidate, or distribute them among any two or more candidates.

ARTICLE XIII

Shareholders' Consents

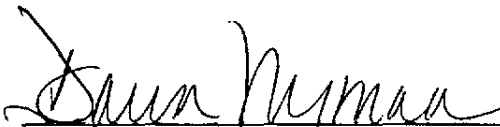
Whenever the affirmative vote of shareholders is required to authorize or constitute corporate action, the consent in writing to such action signed only by shareholders holding that proportion of the total voting power on the question which is required by law or by these Articles of Incorporation, whichever requirement is higher, shall be sufficient for the purpose, without necessity for a meeting of shareholders.

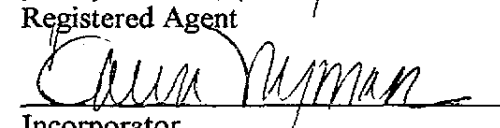
ARTICLE XIV

Stock Fully Paid

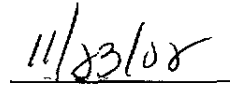
No shareholder of this corporation shall ever be liable for the debts and obligations of this corporation in any greater amount than his unpaid subscription to the capital stock, and no informality in the organization of said corporation shall be held to resolve any greater liability.


Having been named as registered agent 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.



Registered Agent


Incorporator



Date


Date

ELAINE M. PRINCE Notary Public
Caddo Parish, Louisiana
My Commission Expires 12/31/10