

M87748

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

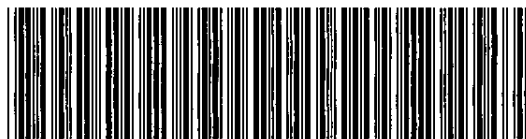
Certified Copies



Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



200138102942

11/25/08--01028--003 \*\*43.75

FILED

2008 DEC -9 AM 8:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Arstaut  
Tlewis  
12-10-08

**BOYD & MARKS, L.L.C.**  
*Attorneys & Counselors at Law*

**Joel E. Boyd**  
**Douglas D. Marks**  
**Andrea B. Wheeler**

**Melbourne Office:**  
360 North Babcock Street, Suite 104  
Melbourne, Florida 32935  
Telephone: (321) 255-0600  
Facsimile: (321) 255-0606

**Suntree/Viera Office:**  
6767 N. Wickham Road, Suite 400  
Melbourne, Florida 32940  
Telephone: (321) 751-6030  
Facsimile: (321) 751-6035

**Please Reply To:**

**Melbourne**

November 21, 2008

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Mirabella's, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of Mirabella's, Inc., together with a check for \$43.75 to cover the \$35.00 filing fee and \$8.75 certified copy fee.

Once the Amended and Restated Articles of Incorporation have been filed, please forward the certified copy to the undersigned at the address above indicated.

Very truly yours,

A handwritten signature in black ink, appearing to read 'JEB', enclosed within a large, loopy circular flourish.

JOEL E. BOYD

JEB/lar  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 3, 2008

JOEL E. BOYD, ESQ.  
BOYD & MARKS, L.L.C  
360 NORTH BABCOCK STREET, SUITE 104  
MELBOURNE, FL 32935

SUBJECT: MIRABELLA'S, A FASHION PLACE, INC.  
Ref. Number: M87748

We have received your document for MIRABELLA'S, A FASHION PLACE, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We can find no record of the entity named in your document as being your corporation. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

The name designated in your document MIRABELLA'S INC., is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity MIRABELLA, INC.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of the name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis  
Document Specialist Supervisor

Letter Number: 508A00059018

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**MIRABELLA'S, A FASHION PLACE, INC.**

**FILED**  
**2008 DEC -9 AM 8:22**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of

**Incorporation:**

The undersigned, acting as the incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be MIRABELLA'S, A FASHION PLACE, INC.

**ARTICLE II - PURPOSE**

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

**ARTICLE III - DATE OF EXISTENCE**

This Corporation shall exist perpetually commencing upon the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations.

**ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this Corporation shall be located at 909 E. New Haven Avenue, Melbourne, Florida 32901. The mailing address of the Corporation shall be 909 E. New Haven Avenue, Melbourne, Florida 32901.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of Class A voting

common stock and one thousand (1,000) shares of Class B non-voting common stock, each having a par value of One Dollar (\$1.00) per share.

#### ARTICLE VI - REGISTERED OFFICE

##### AND REGISTERED AGENT

The street address of the registered office of this Corporation in the State of Florida shall be 360 North Babcock Street, Suite 104, Melbourne, Florida, 32935. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is JOEL E. BOYD. The Board of Directors may from time to time designate a new registered agent.

#### ARTICLE VII - BOARD OF DIRECTORS

- A. The current number of directors of this Corporation is two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the current members of the Board of Directors, who shall hold office until their successor is elected or appointed and has qualified, are:

<u>Name</u>	<u>Address</u>
JOSEPH B. LONG	909 E. New Haven Avenue Melbourne, Florida 32901
CAROLYN M. LONG	909 E. New Haven Avenue Melbourne, Florida 32901

#### ARTICLE VIII - STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements shall be

made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

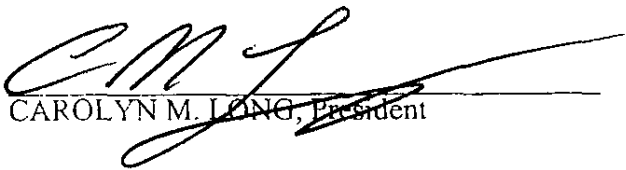
**ARTICLE IX - INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned corporation has executed these Amended and Restated Articles of Incorporation at Melbourne, Florida, this 21<sup>st</sup> day of November, 2008.

**MIRABELLA'S, A FASHION PLACE, INC.**

By:

  
CAROLYN M. LONG, President

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



\_\_\_\_\_  
JOEL E. BOYD

Date: November 21, 2008

**OFFICER'S CERTIFICATE  
TO ACCOMPANY  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF MIRABELLA'S, A FASHION PLACE, INC.**

I, CAROLYN M. LONG, being the duly elected, qualified and acting President of MIRABELLA'S, A FASHION PLACE, INC., a Florida corporation (hereinafter referred to as the "Corporation"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were (1) duly adopted and approved by all of the members of the Board of Directors of the Corporation in compliance with Section 607.1007 of the Florida Statutes, (2) duly adopted and approved by all of the shareholders of the Corporation in compliance with Section 607.1007 of the Florida Statutes, and (3) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 21<sup>ST</sup> day of November, 2008.



Carolyn M. Long, President of Mirabella's. A Fashion Place, Inc.