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431 North Grandview Avenue  
Daytona Beach, Florida 32118

February 16, 1996

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Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32301

Gentlemen:

Re: Incorporation of:  
SOUTHEAST UNFINISHED FURNITURE RETAILERS ASSOCIATION, INC.

I am enclosing the original and a photocopy of the proposed Articles of Incorporation for the above entity, the original having been executed by the registered agent named in the Articles. Kindly file the original Articles in your office and provide us with a certified copy of the Articles.

This firm's check in the amount of \$122.50 is enclosed to cover the following costs in this matter.

1. Filing Fee for Articles
2. Registered Agent Fee
3. Certified copy of Articles

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Thank you for your prompt attention.

Very truly yours,

JOHN S. NORTON, JR., P.A.

  
John S. Norton, Jr.

JSN:cr

Enclosures

cc: Client

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SOUTHEAST UNFINISHED FURNITURE RETAILERS ASSOCIATION,  
a Florida not for profit corporation

I. Name

The name of this corporation is:

SOUTHEAST UNFINISHED FURNITURE RETAILERS ASSOCIATION, INC.

II. Statement of Corporate Nature

This is a not for profit corporation organized solely for not for pecuniary profit purposes pursuant to the Florida Corporations Not For Profit law set forth in Chapter 617 of the Florida Statutes.

III. Purposes

The specific and primary purpose for which this corporation (the "Corporation") is formed is to enhance member service to the public to establish fair and equitable treatment of the members by the franchisor and other suppliers and to promote welfare of the association's members. The corporation may also conduct all lawful business permitted by law.

The additional general purpose for which the Corporation is formed is to operate in the sole discretion of the Board of Directors so as to qualify as an organization exempt from taxation under the Internal Revenue Code of 1986, as amended, by virtue of Section 501 thereof, and further exempt under all applicable tax laws of the state of Florida.

IV. Term

This corporation shall have a perpetual existence.

V. Powers

The powers of the Corporation shall include all those powers conferred upon corporations not for profit under Chapter 617, Florida Statutes, and those powers conferred under the General

Corporation Act, Chapter 607, Florida Statutes, that are not inconsistent with the powers and limitations of a corporation not for profit under Florida Law or the Internal Revenue Code of the United States.

#### VI. Membership

The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the property, voting, and other rights and privileges of members, and their liability for dues and assessments, and the method of collection thereof, shall be set forth, from time to time in the By-Laws.

#### VII. Incorporator

The name and residence address of the Incorporator of this Corporation is as follows:

John S. Norton, Jr., P.A. 431 North Grandview Avenue  
Daytona Beach, Florida 32118

#### VIII. Location of Principal Office and Identification of Registered Agent

(a) The principal office of the Corporation is:

523 West University Avenue  
Gainesville, Florida 32601

(b) The registered office of the Corporation is:

431 North Grandview Avenue, Suite B  
Daytona Beach, Florida 32118

and the registered agent located at that office is:

John S. Norton, Jr., P.A.

#### IX Management of Corporate Affairs: Initial Board

(a) Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the Corporation shall be at least three (3) but the exact number may be

set forth in the By-Laws.

The directors named herein as the first Board of Directors shall hold office until the first meeting of members, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of two (2) years, until the second annual meeting of members following the election of directors and until the qualification of the successors in office.

(b) The names and addresses of such initial members of the Board of Directors are as follows:

Tom Bolton  
523 West University Avenue  
Gainesville, Florida 32601

Ralph Nordin  
3201 Capital Circle, N.E.  
Tallahassee, Florida 32308

Stanley Parrott  
10 Hudson Plaza  
435 North Glynn Street  
Fayetteville, Georgia 30214

#### X. By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not For Profit law concerning corporate action that must be authorized or approved by the members of the Corporation, By-Laws of the Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the By-Laws.

#### XI. Dedication of Assets

The property of the Corporation is irrevocably dedicated to not for profit purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

XII. Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the Corporation.

I, the undersigned, being the incorporator of this Corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on the 16 day of February, 1996.

  
John S. Norton, Jr.

CERTIFICATE OF DESIGNATION

ACCEPTANCE OF REGISTERED AGENT

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, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

JOHN S. NORTON, JR., P.A.

SIGNATURE

  
(registered agent)

DATE

Feb 16, 1996

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA