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REFERENCE : 972916 81875A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 24, 1998

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ORDER NO. : 972916-005

CUSTOMER NO: 81875A

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CUSTOMER: Jerome G. Schrader, Esq  
SCHRADER JOHNSON AUVIL & BROCK  
P.A.  
37837 Meridian Avenue, Ste 314  
P.O. Box 2337  
Dade City, FL 33525

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98 SEP 24 AM 11:25

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: MOM & POP'S FURNITURE DEALERS  
ASSOC., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
     PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

9/24/98

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF**

**MOM & POP'S FURNITURE DEALERS ASSOC., INC.**

The undersigned, acting as Incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation shall be MOM & POP'S FURNITURE DEALERS ASSOC., INC.

**ARTICLE II**

**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this Corporation shall be 37837 Meridian Avenue, Suite 314, Dade City, Florida 33525.

**ARTICLE III**

**PURPOSES**

The specific purposes for which the Corporation is organized are:

(a) To cultivate and develop a more thorough understanding of the business among persons, firms and corporations who market and sell retail furniture and related products, sometimes hereinafter collectively referred to as the "industry".

(b) To provide members who market and sell furniture and related products with the means of securing proper State and Federal recognition of problems incident to their industry, and aid in the solution of such problems.

(c) To accumulate and disseminate information which will result in improved quality of furniture and related products.

(d) To encourage and assist in research which may serve the interests of the industry from production to marketing and utilization.

(e) To promote good faith and honesty in fact in transactions and dealings within the industry.

(f) To initiate and/or participate in any other undertaking as may be deemed appropriate to enhance the image of the industry and protect the interests of its members.

(g) To promote educational, scientific and charitable purposes in connection with the industry, and for the purposes of carrying on scientific research and educational activities in connection therewith.

(h) To hire and employ accountants, attorneys and other professional advisors to assist the Corporation in its intended purposes.

(i) To allow the members of the Corporation to gain the advantages of economies of scale and other benefits accruing through Association.

(j) To have the power to do any and all things necessary or expedient for carrying out the said objects and purposes and, in general, to possess all rights, privileges, and immunities, and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida.

(k) To have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

#### **ARTICLE IV**

##### **MANNER OF ELECTION OF DIRECTORS**

The affairs of this Corporation shall be conducted and managed by a Board of Directors of not less than five (5) in number, as elected in accordance with the Bylaws.

#### **ARTICLE V**

##### **CORPORATE POWERS**

Said Corporation is to have the power to do any and all things necessary or expedient for carrying out the said objects and purposes and, in general, to possess

all rights, privileges, and immunities and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida.

## **ARTICLE VI**

### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of the Corporation shall be 37837 Meridian Avenue, Suite 314, Dade City, Florida 33525. The name of the Corporation's initial registered agent at such address shall be JEROME G. SCHRADER.

## **ARTICLE VII**

### **MEMBERSHIP**

Eligibility for membership in this Corporation shall be determined in accordance with the Bylaws, and is hereby limited to:

(a) All persons (whether individuals or entities) professionally engaged in the industry, or persons engaged in pursuits relating thereto, are eligible for membership; provided, however, that such person's annual sales revenue does not exceed Ten Million (\$10,000,000.00) Dollars, or, if a corporation, has fewer than twenty-five (25) stockholders.

(b) The Board of Directors may divide members into various classes, with different rights, duties and privileges as may seem to the Board to the best interest of the Corporation.

(c) Members shall be admitted to membership by the Board of Directors who may delegate the power to the membership committee, who need not be members of the Board.

## **ARTICLE VIII**

### **DURATION**

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

## **ARTICLE IX**

### **OFFICERS**

The officers who shall operate and manage the affairs of this Corporation shall be a president, such number of vice presidents, a secretary, a treasurer, and such other officers as may be provided for in the Bylaws. The officer shall be elected as set forth in the Bylaws, and shall hold office for a period of one (1) year, or until their successors are duly elected and qualified.

## **ARTICLE X**

### **AMENDMENT**

These Articles of Incorporation may be altered, changed or amended by the affirmative vote of a majority of the members present at any annual meeting of the

members entitled to vote, or at any special meeting called for that purpose in the way and manner provided by applicable provisions of law.

Amendments to the Articles of Incorporation, when approved by the members of the Corporation, must also be forwarded to the Secretary of State of the State of Florida, and filed and approved by him before the same shall become effective.

## **ARTICLE XI**

### **BYLAWS**

The Bylaws of the Corporation shall be made and may be altered, changed or amended by the affirmative vote of a majority of the members present at any annual meeting of the members entitled to vote, or at any special meeting called for that purpose in the way and manner provided by applicable provisions of law.

## **ARTICLE XII**

### **INCORPORATORS**

The names and street addresses of the Incorporators of these Articles of Incorporate are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JEROME G. SCHRADER	37837 Meridian Avenue, Suite 314 Dade City, Florida 33525
LEONARD H. JOHNSON	37837 Meridian Avenue, Suite 314 Dade City, Florida 33525

JON L. AUVIL

37837 Meridian Avenue, Suite 314  
Dade City, Florida 33525

P. HUTCHISON BROCK, II


37837 Meridian Avenue, Suite 314  
Dade City, Florida 33525

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the Incorporators of this Corporation, have executed these Articles of Incorporation, this 23<sup>d</sup> day of September, 1998.

  
JEROME G. SCHRADER

  
LEONARD H. JOHNSON

  
JON L. AUVIL

  
P. HUTCHISON BROCK, II

Incorporators

STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JEROME G. SCHRADER, LEONARD H. JOHNSON, JON L. AUVIL and P. HUTCHISON BROCK, II, to me personally known to be the persons described in and who executed the foregoing Articles of Incorporation, for the purposes therein expressed.

WITNESS my hand and official seal, in the County and State last aforesaid, this 23rd day of September, 1998.



Vicki L. Crutcher  
Vicki L. Crutcher  
Notary Public  
Commission No.: CC 444229  
Commission Expires: 4/15/99

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 24 PM 12:54

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: MOM & POP'S FURNITURE DEALERS ASSOC., INC.

2. The name and address of the registered agent and office:

JEROME G. SCHRADER  
37837 Meridian Avenue  
Suite 314  
Dade City, Florida 33525

HAVING BEEN NAMED AS REGISTEED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT, AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITOIN AS REGISTERED AGENT.

SIGNATURE OF  
REGISTERED AGENT:

  
JEROME G. SCHRADER

DATE: September 23, 1998