

PO0000016391

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

SUBJECT: Anna's Body + Bath Boutique Incorporated  
(Proposed corporate name (must include suffix))

500003130965--6  
-02/10/00--01059--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Anna's Body + Bath Boutique Incorporated  
% CHARLOTTE ROBERTS  
Name (Printed or typed)

1521 Odd Rd  
Address

Winter Park, FL 32792  
City, State & Zip

407-678-6675  
Daytime Telephone number

FILED  
00 FEB 10 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

T BROWN FEB 16 2000

**ARTICLES OF INCORPORATION  
OF  
ANNA'S BODY AND BATH BOUTIQUE INCORPORATED**

**FILED**  
00 FEB 10 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I- NAME**

THE NAME OF THIS CORPORATION SHALL BE: ANNA'S BODY AND BATH BOUTIQUE INCORPORATED.

**ARTICLE II- PRINCIPAL OFFICE:**

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:  
ANNA'S BODY AND BATH BOUTIQUE INCORPORATED  
1521 DODD RD.  
WINTER PARK, FL. 32792

**ARTICLE III - SHARES**

THIS CORPORATION SHALL BE A SMALL CORPORATION AS DEFINED IN SECTION 1244 OF THE INTERNAL REVENUE CODE AND THE STOCK ISSUED SHALL BE IN ACCORDANCE WITH THE FOLLOWING PLAN:

- (A) THE CORPORATION WILL ISSUE (7500) SHARES OF COMMON STOCK OF A PAR VALUE OF \$1.00 PER SHARE.
- (B) THE PERIOD DURING WHICH THIS OFFERING OF (7500) SHARES OF COMMON STOCK AT A PRICE OF (\$1.00) PER SHARE WILL BE OPEN IN (2) YEARS FROM THE DATE OF INCORPORATION.
- (C) NO SHARES OFFERED UNDER THIS PLAN SHALL BE ISSUED IN EXCHANGE FOR STOCKS, SECURITIES OR SERVICES.

**ARTICLE IV- INITIAL REGISTERED AGENT AND STREET ADDRESS:**

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT IS:

CHARLOTTE ROBERTS  
1521 DODD RD.  
WINTER PARK, FL. 32792

**ARTICLE V- INITIAL BOARD OF DIRECTORS:**

THIS CORPORATION SHALL HAVE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DEMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN (1). THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THE CORPORATION IS:

CHARLOTTE ROBERTS  
1521 DODD RD.  
WINTER PARK, FL. 32792

**ARTICLE VI-INCORPORATOR(S) :**

THE NAMES AND ADDRESSES OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE:

1. CHARLOTTE ROBERTS/PRESIDENT-DIRECTOR  
1521 DODD RD.  
WINTER PARK, FL 32792

2. GLENNA DANN/ VICE PRESIDENT  
2452 NORTH STATE RD. 426  
OVIEDO, FL. 32765

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION  
THIS 31ST DAY OF JANUARY 2000.

CHARLOTTE ROBERTS  
GLENNA DANN

*Charlotte Roberts*  
*Glenna Dann*

**ARTICLE VII-BY-LAWS:**

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD  
OF DIRECTORS AND SHAREHOLDERS.

**ARTICLE VIII-DIRECTORS' COMPENSATION:**

THE SHAREHOLDERS OF THIS CORPORATION HAVE THE EXCLUSIVE AUTHORITY TO FIX  
THE COMPENSATION OF THE DIRECTORS OF THIS CORPORATION.

**ARTICLE IX- MEETING BY CONFERENCE TELEPHONE:**

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN SPECIAL AND /OR REGULAR  
MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS  
PROVIDED BY LAW.

**ARTICLE X -INDEMNIFICATION:**

THE CORPORATION SHALL IDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER  
OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE XI- PURPOSE:**

THE GENERAL POWERS, PURPOSE AND NATURE OF THE BUSINESS TO BE TRANSACTED BY  
THIS CORPORATION SHALL BE:

TO ENGAGE IN THE BUSINESS OF MANAGING AND OPERATING A BODY AND BATH  
PRODUCTS COMPANY.

TO HOLD, OWN, PURCHASE, SELL, LEASE, TRADE, DEAL IN AND DEAL WITH ALL KINDS OF  
GOODS, WEARS, MERCHANDISE, AND PERSONAL PROPERTY, AS WELL AS TO PLEDGE AND  
MORTGAGE THE SAME. TO DO GENERAL REAL ESTATE AND BROKERAGE BUSINESS.

TO BORROW MONEY FOR ANY PURPOSE OF THE CORPORATION AND TO ISSUE  
BONDS, DEBENTURES, NOTES, AND OTHER OBLIGATIONS THEREFORE, AND TO SECURE THE  
SAME BY PLEDGE OR MORTGAGE OF THE WHOLE OR ANY PART OF THE PROPERTY OF THE  
CORPORATION. WHETHER REAL OR PERSONAL, AND TO ISSUE DEBENTURES, NOTES OR  
OBLIGATIONS WITHOUT ANY SECURITY.

TO BUY, SELL, HOLD, IMPROVE, MORTGAGE AND SUBDIVIDE REAL PROPERTY OF EVERY  
DESCRIPTION. TO HOLD PURCHASE OR OTHERWISE ACQUIRE OR BE INTERESTED IN AND TO  
SELL, ASSIGN OR PLEDGE EVIDENCES OF INDEBTNESS ISSUED OR CREATED BY ANY OTHER  
CORPORATION, WHETHER FOREIGN OR DOMESTIC, AND WHETHER NOW OR HEREAFTER  
ORGANIZED, AND WHILE THE HOLDER OR ANY SUCH SHARES OF STOCK TO EXERCISE ALL OF  
THE PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE THEREON, TO THE SAME  
EXTENT AS A NATURAL PERSON MIGHT OR COULD DO.

TO ENGAGE IN OTHER BUSINESS, OR TO DO ANY AND ALL ACTS AND THINGS INCIDENT  
TO OR WHICH THE BOARD OF DIRECTORS MAY DEEM NECESSARY TO THE CARRYING OUT OF  
THE SUCCESS OF ANY BUSINESS WHATSOEVER, WHETHER HEREIN MENTIONED OR NOT.

IN GENERAL, TO HAVE AND EXERCISE ALL OF THE POWERS CONFERRED BY THE LAWS OF  
FLORIDA UPON CORPORATIONS FORMED UNDER THE GENERAL CORPORATION ACT OF 1975, AS  
AMENDED, IT BEING HEREBY EXPRESSLY PROVIDED THAT THE ENUMERATION OF THE  
FORGOING SPECIFIC POWERS SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MATTER  
THE GENERAL POWERS OF THE CORPORATION.

## ARTICLE XII= RESTRICTIONS ON TRANSFERABILITY OF STOCK:

IN ORDER FOR ANY STOCK HOLDER TO SELL OR OTHERWISE DISPOSE OF HIS STOCK, HE MUST FIRST OFFER TO SELL THE STOCK BACK TO THE CORPORATION. AFTER A PERIOD OF (15) DAYS, DURING WHICH TIME THE SELLER STOCKHOLDER HAS CONTINUALLY OFFERED TO SELL HIS STOCK OR ANY PERCENTAGE THEREFO TO THE CORPORATION, AND SUCH OFFER IS NOT ACCEPTED BY MAJORITY VOTE OF THE BOARD OF DIRECTORS, THEN HE MAY TERMINATED HIS OFFER TO THE CORPORATION.

IN THE EVENT THE CORPORATION DOES NOT ACCEPT THE OFFER WITHIN THE (15) DAY PERIOD MENTIONED ABOVE, AND THE OFFERING PARTY IS STILL DESIROUS OF SELLING HIS STOCK, HE MUST THEN OFFER TO SELL, IN PORTIONS WHICH BEAR A DIRECT PROPORTIONAL AMOUNT AS TO EACH STOCKHOLDER'S RESPECTIVE OWNERSHIP TO STOCK, THE STOCK TO ALL STOCKHOLDERS. AFTER A PERIOD OF (30) DAYS, DURING WHICH TIME THE SELLING STOCKHOLDER HAS CONTINUALLY OFFERED THE SALE OF HIS STOCK TO THE OTHER STOCKHOLDERS AS REQUIRED ABOVE, THE SELLING STOCKHOLDER MAY TERMINATED THE CONTINUING OFFER AND OTHERWISE DISPOSE OF HIS RESPECTIVE SHARES AS HE MAY DEEM FIT AND PROPER.

IF, IN THE EVENT THE OFFERING STOCKHOLDER CANNOT COME TO AN AGREEMENT WITH THE OFFEREEES AS TO A FAIR MARKET VALUE OR PRICE FOR THE SHARES OF STOCKS BEING OFFERED FOR SALE, THEN IN THAT EVENT A BOARD OF ARBITRATION SHALL BE SET UP TO DETERMINE THE SELLING PRICE OF THE SHARES.

THE BOARD OF ARBITRATION SHALL BE COMPOSED OF (3) MEMBERS AND THERE DECISION AS TO SELLING PRICES OF THE SHARES SHALL BE BINDING UPON BOTH THE OFFEROR AND THE OFFEREEES.

THE BOARD OF ARBITRATION MEMBERS SHALL CONSIST OF (3) MEMBERS SELECTED BY THE OFFEROR, (1) MEMBER SELECTED BY THE OFFEREEES JOINTLY, AND THE THIRD MEMBER SHALL BE SELECTED BY A MAJORITY VOTE OF A COMMITTEE COMPOSED OF THE (2) THEN EXISTING MEMBERS OF THE BOARD OF ARBITRATION AND A THIRD COMMITTEE MEMBER SELECTED BY MAJORITY VOTE OF THE BOARD DIRECTORS OF THE CORPORATION. THE BOARD OF ARBITRATION SHALL BE APPOINTED AND SET UP WITHIN (10) DAYS AFTER THE OFFER HAS BEEN ACCEPTED BY THE OFFEREEES; AND FURTHER, THE DETERMINATION AS TO THE SELLING PRICE SHALL BE MADE WITHIN (15) DAYS AFTER THE BOARD OF ARBITRATION HAS BEEN ESTABLISHED.

IN THE EVENT THE SELLING PRICE AS ESTABLISHED BY THE BOARD OF ARBITRATION IS NOT ACCEPTABLE TO THE OFFEROR AND HE ELECTS NOT TO SELL HIS STOCK IN THE CORPORATION AT THE DETERMINED PRICE, THEN THE OFFEROR CANNOT TRANSFER OR CONVEY HIS SHARES FOR A PERIOD OF (6) MONTHS FOLLOWING THE DATE WHEN THE DETERMINATION BY THE BOARD OF ARBITRATION HAS BEEN HANDED DOWN AT THE CONCLUSION OF THE (6) MONTH PERIOD, IF THE OFFEROR DETERMINES TO AGAIN OFFER HIS SHARES OR ANY PART THEREOF FOR SALE, THEN THE PROCEDURES AND RESTRICTIONS TRANSFERABILITY SHALL RECOMMENCE.

THE BOARD OF ARBITRATION IN DETERMINING A SELLING PRICE FOR THE STOCK, SHALL CONSIDER ALL FACTORS PERTINENT TO THE VALUATION OF THE STOCK. BUT IN NO EVENT SHALL THE PRICE AS DETERMINED BY THE BOARD OF ARBITRATION BY ANY PARTY.

IN THE EVENT THE SELLING PRICE AS ESTABLISHED BY THE BOARD OF ARBITRATION IS ACCEPTABLE TO THE OFFEROR AND NOT ACCEPTABLE TO THE OFFEREEES, THEN THE OFFEROR IS FREE TO SELL HIS SHARES OF STOCK TO ANY THIRD PARTY OR PARTIES WHO WILL PAY THE SELLING PRICE AS DETERMINED BY THE BOARD OF ARBITRATION.

IN THE EVENT THE (30) DAY PERIOD, DURING WHICH TIME THE CONTINUING OFFER IS REQUIRED TO REMAIN IN EFFECT AS SET FORTH ABOVE, THE OFFEREEES ACCEPT THE OFFER TO SELL, THEN IN THE EVENT THAT (30) DAY PERIOD SHALL NO LONGER APPLY. FOLLOWING THE ACCEPTANCE BY THE OFFEROR AND THE OFFEREEES SHALL AGREE UPON A SALE PRICE WITHIN (15) DAYS OF THE ACCEPTANCE, AND IN THE EVENT SUCH AGREEMENT CANNOT BE REACHED. THE PROCEDURE OUTLINED ABOVE FOR THE ESTABLISHMENT OF THE BOARD OF ARBITRATION SHALL COMMENCE IMMEDIATELY.

IN THE EVENT THE OFFEROR HAS CONTINUED IN HIS OFFER TO SELL, AND IN THE DUE COURSE OF TIME THE PROCEDURE OUTLINED ABOVE HAS BEEN COMPLETED, INCLUDING THAT PORTION WHICH RECOMMENCES THE ARBITRATION PROCEDURE A SECOND TIME, AND NO SALE TRANSACTION HAS BEEN COMPLETED. THEN IN THAT EVENT THE OFFEROR IS FREE TO

TRANSFER AND CONVEY HIS SHARES OF STOCK TO ANY THIRD PARTY PROVIDED, AND AT NO OTHER TIME SHALL THE OFFEROR TRANSFER OR CONVEY HIS SHARE OF STOCK FOR A PRICE LESS THAN THAT AMOUNT WHICH OFFEREES HAVE AGREED TO ACCEPT.

THIS ARTICLE IS BINDING UPON ALL SHAREHOLDERS, PRESENT AND FUTURE, THEIR HEIRS. ASSIGNS, LEGATEES AND DEVISEES.

**ARTICLE-XIII AMENDMENT:**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT TO THEM, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 31ST DAY OF JANUARY, 2000



CHARLOTTE ROBERTS, SUBSCRIBER / REGISTERED AGENT

I ACCEPT THE DESIGNATION AS REGISTERED AGENT.

**FILED**  
00 FEB 10 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA