

TRANSMITTAL LETTER

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

700003206717--8

-04/13/00--01013--002

\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: KENKOR CORP.  
(Proposed corporate name - must include suffix)

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

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: GARY KORER  
Name (printed or typed)

1611 N. MILITARY TRAIL  
Address

WEST PALM BEACH, FL 33409  
City, State & Zip

561-686-2820  
Daytime Telephone number

FILED  
00 APR 12 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEI#  
65-0975449

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

4-18-00  
6

CERTIFICATE OF INCORPORATION

OF

KENKOR CORP.

FILED  
00 APR 12 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE ONE

The name of this corporation shall be KENKOR CORP.

ARTICLE TWO

The general nature of the business and the objects proposed to be transacted and carried on, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

1. To operate a waterbed, mattress, furniture and accessories store; to buy sell, and otherwise dispose of, hold, own, manufacture, produce, export and import, and deal in, either as principal or agent, and upon commission or otherwise, all kinds of personal property whatsoever, without limit as to the amount, to make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, for the purchasing, acquiring, manufacturing, repairing and selling and dealing in any article or personal property of any kind or nature whatsoever, including retail and wholesale, and generally with full power to perform any and all acts connection therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

2. To employ, hire and to appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this Corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

3. To acquire by purchase, exchange, or otherwise, all or party or any part of, or any interests in, the properties, assets, business, and goodwill of any one or more persons, firms, associations or corporation heretofore or hereafter engaged in any business for which a corporation may organize under the laws of this State, to pay for the same in cash, property, or its own or other securities; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations or corporations, and to conduct the whole or part of any business thus acquired.

4. To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the government of the United State of any state, territory, or possession thereof, or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the law of this State.

5. To acquire by purchase, lease, gift, devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein, whether as principal, agent, broker, or otherwise, and otherwise, and to manage, operate, service, equip, furnish, alter, and keep in repair, dwellings, apartment houses, hotels, office building, and real and personal property of every kind, nature and description whether as principal agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, leasing, and operation real and personal property of any and all kind.

6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, provided the same be not forbidden by the law of the State of Florida.

7. The foregoing clauses shall be construed as powers as well as objects and purposes, and the matters expressed in each clause shall, unless herein otherwise expressly provided, be in no ways limited by reference to or inference from such terms of any other clause, but shall be regarded as independent objects, purposes and powers; and the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

### ARTICLE THREE

The minimum number of shares of Capital Stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of Common Stock of \$100.00 par value; all that re issued to fully paid and exempt from assessment.

The Capital Stock may be paid for in cash, property, labor or services, the value of which property, labor or services shall be fixed by the Directors in the manner provided for by the Florida Statues.

### ARTICLE FOUR

The amount of capital with which this corporation shall begin business will not be less than Five Hundred (\$500.00) Dollars.

ARTICLE FIVE

This corporation is to have perpetual existence.

ARTICLE SIX

The principal office of this corporation shall be 1611 N. Military Trail,  
West Palm Beach, FL 33409

ARTICLE SEVEN

The numbers of directors shall not be less than one.

ARTICLE EIGHT

The names and post office addresses of the first Board of Directors and officers who, subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are;

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
GARY KORER	1611 N. MILITARY TRAIL, WEST PALM BEACH, FL 33409	PRESIDENT
DAVID KENNEDY,	1611 N. MILITARY TRAIL, WEST PALM BEACH, FL 33409	VICE-PRES.
JACALYN KENNEDY,	1611 N. MILITARY TRAIL, WEST PALM BEACH, FL 33409	VP, TREAS.
ELAINE KORER	1611 N. MILITARY TRAIL, WEST PALM BEACH, FL 33409	SECRETARY

ARTICLE NINE

The names and post office addresses of each subscriber to the Certificate of Incorporation, and the number of shares that each agrees to take, are as follows, to-wit;

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
ELAINE KORER	1611 N. MILITARY TRAIL, WEST PALM BEACH, FL 33409	100

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

## ARTICLE TEN

The corporation will have the further right and powers to;

From time to time to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this corporation shall be open to inspection of stockholders and no stockholder shall have any right to inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may, in its by-laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have powers, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, the undersigned, being all of the original subscribers to the capital stock do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares of stocks herein above set forth as to each of us, and accordingly have hereunto set our hands and seal this 4<sup>th</sup> day of April, 2000.

Elaine Korner (Seal)

ELAINE KORER

FILED  
00 APR 12 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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; **KENKOR CORP.**
2. The name and address of the registered agent and office is;

**GARY KORER**

**1611 N. MILITARY TRAIL, WEST PALM BEACH, FL 33409**

Having been named as registered agent and to accept service of process for the above  
state 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 position as  
registered agent.

  
(Signature)

4-4-00  
(Date)