



PO0000069332

June 19, 2000

Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE  
7-1-00

400003299934--0  
-06/21/00--01105--023  
\*\*\*\*122.50 \*\*\*\*\*78.75

Gentlemen:

Enclosed please find Articles of Incorporation of FOR  
KEEP'S SAKE, INC.

Attached is check for \$122.50 for filing fees.

Your prompt attention will be appreciated.

Sincerely,

PADGETT BUSINESS SERVICES

*Christine G. Sterling*

Christine G. Sterling

Enclosures

FILED  
00 JUN 21 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*KR*  
*7/20*

*W-16176*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 23, 2000

CHRISTINE G STERLING  
PO BOX 9566  
PENSACOLA, FL 32513

SUBJECT: FOR KEEP'S SAKE, INC.  
Ref. Number: W00000016176

We have received your document for FOR KEEP'S SAKE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

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 a name is not acceptable.**

The effective date is not acceptable since it is not within five working days of the date of receipt. 6-1-00

Please return the original and one copy of 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) 487-6924.

Kimberly Rolfe  
Corporate Specialist Supervisor

Letter Number: 000A00035846

**FILED**  
00 JUN 21 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**FOR KEEP'S SAKE USA, INC.**

The undersigned subscribers to these articles of incorporation, natural persons competent to contract, hereby form a Corporation under the laws of the State of Florida, effective July 1, 2000.

**ARTICLE I**

The name of the Corporation shall be: FOR KEEP'S SAKE USA, INC.

**ARTICLE II**

The general nature of the business to be transacted by the Corporation is as follows:

To engage in any legal and lawful business, or service.

To invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description to manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of.

To acquire, and pay for in cash, stock, bonds of this Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of the corporate rights, privileges, or franchise of for any other lawful purpose of its incorporation: to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects.

In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interest therein and thereunder.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or government.

While the owners of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To purchase, hold, sell and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own capital stock except surplus of its assets over its liabilities including capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in the State of Florida and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this Corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any amendment thereto, and to do any or all of the things herein before set forth to the same extent as natural persons might or could do. To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and shall be in addition to those powers granted by statute; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation or the nature of business or businesses authorized to be conducted by corporations under the laws of the State of Florida.

### ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be 1,000 shares of the par value of \$1.00 per share.

### ARTICLE IV

The amount of capital stock with which this Corporation will begin business is not less than One Hundred Dollars.

### ARTICLE V

This Corporation shall exist perpetually and the existence shall cease only upon its lawful dissolution.

### ARTICLE VI

The initial address of the principal office of this Corporation in the State of Florida is:

10636 MacGregor Drive  
Pensacola, Fl 32514

The principal registered agent and resident agent at that address, in the State of Florida is:

Robert B. Hanshaw, Resident Agent

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

### ARTICLE VII

This Corporation shall have at least one director initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be fewer than one.

### ARTICLE VIII

The names and street addresses of the members of the first Board of Directors, who, subject to the

provisions of the Articles of Incorporation, the Bylaws of this Corporation, and the laws of the State of Florida, shall hold office until their successors are elected and have qualified, are as follows:

President

Robert B. Hanshaw      10630 MacGregor Drive   Pensacola, Fl 32514

Vice-President

Shirley S. Clark      10630 MacGregor Drive   Pensacola, Fl 32514

Secretary

Robert B. Hanshaw

Treasurer

Shirley S. Clark

ARTICLE IX

The names of the subscribers to these Articles of Incorporation, and the number of shares of stock which they respectively agree to take and pay for are as follows:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Robert B. Hanshaw	100 Shares
Shirley S. Clark	100 Shares

The whole or any part of the capital stock of the Corporation (including that subscribed herein) may be paid for in money, or in property, labor, services, or real estate, having a value, in the judgement of the Board of Directors, equivalent to the full par value of the share of stock to be issued therefor.

The Board of Directors is hereby authorized to issue and hold all or any part of the capital stock of the Corporation (including that herein subscribed) as partly paid.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XI

CERTIFICATE DESIGNATION (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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STATE OF FLORIDA  
COUNTY OF Escambia

Before me, the undersigned, Notary Public in and for said State and County, personally appeared Robert B. Hanshaw and Shirley S. Clark parties to the foregoing Articles of Incorporation, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation of and acknowledged and declared that he did make, execute, subscribe and acknowledge the foregoing Articles of Incorporation as his voluntary acts and deeds for the purpose of forming a body corporate, pursuant to and under the provision of the Laws of the State of Florida, and foregoing Articles of Incorporation, and that the facts set forth therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 20 day of June 2000 at Pensacola, FL

Christine S. Sterling  
Notary  
My commission expires: 3-7-2000



In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First – FOR KEEP'S SAKE, <sup>USA</sup> INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County of Escambia, State of Florida has named Robert B. Hanshaw as its agent to accept service of process within this State.

ACKNOWLEDGEMENT;

Having been named to accept service of process for the above stated corporation, at place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

By: *Robert B. Hanshaw*  
Signature  
(Resident Agent)

ARTICLE XII

Corporate existence shall begin on ~~JUNE~~ <sup>July</sup> 1, 2000.

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals to these Articles of Incorporation, as subscribers aforesaid, on the 20 day of June 2000 and made and executed these Articles of Incorporation at , Pensacola , Florida, for the uses and purposes aforesaid.

Signed and sealed in  
the presence of

*Christine S. Sterling*

\_\_\_\_\_

*Robert B. Hanshaw*  
*Shirley S. Clark*

FILED  
00 JUN 21 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA