

TRANSMITTAL LETTER

P00000069493

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

SUBJECT: SKIP'S CUSTOM FRAMING & GALLERY, INC.
(Proposed corporate name - must include suffix)

300003325373--0
-07/17/00--01133--016
*****78.75 *****78.75

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: ALICE LECKRONE-MOUSLEY
Name (Printed or typed)

1212 E. GONZALES ST
Address

PENSACOLA, FL 32501
City, State & Zip

(850) 437-0015
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 17 PM 6:11

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

cf 7/20/00

EFFECTIVE DATE
7/11/00
ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 17 PM 6:11

OF

Skip's Custom Framing & Gallery, Inc.

ARTICLE I

I, ALICE LECKRONE MOUSLEY, whose corporate post office address is 1212 E GONZALES, Pensacola, Florida 32501, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Florida.

ARTICLE II

The name of the Corporation (hereinafter called the "Corporation") is: Skip's Custom Framing & Gallery, Inc.

ARTICLE III

The purposes for which the Corporation is formed are:

(1) To engage in any business or activity not prohibited by law.

ARTICLE IV

The post office address of the principal office of this Corporation in this state is 1212 E Gonzales, Pensacola, Florida 32501. The name and post office address of the Resident Agent in this state are Paul Harlan Leckrone, 1212 E Gonzales, Pensacola, Florida 32501.

ARTICLE V

The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) shares of common stock without par value. The holders of common stock shall be entitled to one (1) vote per share in all proceedings in which actions shall be taken by the stockholders of the Corporation.

ARTICLE VI

The number of directors of the Corporation shall be two, which number may be increased or decreased pursuant to the By-Laws of the Corporation, provided that the number of directors shall never be less than the minimum permitted by Florida Statute 607.0803, as amended. The names of directors who shall act until the first annual meeting and until successors are duly chosen and qualified are:

Paul Harlan Leckrone
Alice Leckrone Mousley

ARTICLE VII

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference of otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Florida now or hereafter in force.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights as expressly set forth in the Charter, or any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all, or substantially all, of the assets of the Corporation.

(4) With respect to:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(e) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

such action shall be effective and valid if taken or approved by an affirmative vote of a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article VII, paragraph (4).

ARTICLE VIII

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

ARTICLE IX

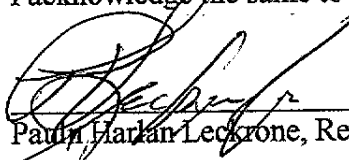
(1) Directors and officers of the Corporation shall not be liable to the Corporation or its stockholders for money damages. The purpose of this limitation of liability is to limit liability to the maximum extent that the liability of directors and officers of Florida corporations is permitted by Florida law. This limitation on liability shall apply to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted.

(2) To the maximum extent permitted by Florida law, the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacities, and shall indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to directors, and shall indemnify, to the same extent, persons who serve and have served, at its request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise. The Corporation shall advance expenses to its directors and officers and the other persons referred to above to the extent permitted by Florida law. This includes the indemnification of directors and officers who are also employees, in their capacity as employees. The Board of Directors may by By-Law, resolution or agreement make further provision for indemnification of employees and agents to the extent permitted by Florida law.


ARTICLE X

The effective date of this corporation shall be July 11, 2000. As set forth in Florida Law this date shall not be more than five days prior to nor more than ninety days after the date of filing.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of July, 2000, and I acknowledge the same to be my act.


Paula Harlan Leckrone, Registered Agent


Alice Leckrone Mousley, Incorporator


WITNESS
CHARLES BLACKWELL

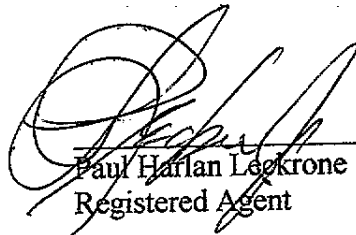
Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Skip's Custom Framing & Gallery, Inc.
2. The name of the registered agent is Paul Harlan Leckrone.
3. The address of the registered agent/registered office is 1212 E Gonzales, Pensacola, Florida 32501.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Date: July 10, 2000


Paul Harlan Leckrone
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 17 PM 6:11

FILES PURSUANT TO REV. PROC. 98-55

This corporation has elected to be an S corporation on July 11 of 2000

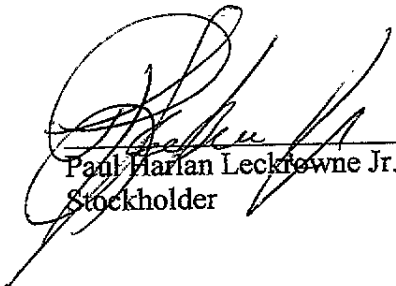
This date having been after the selected IRS filing date of the 16th day of the third month of the current tax year, places the election late. Under these circumstances the corporation requests relief from failure to file in a timely manner. The reason of the request for relief is outlined below.

This corporation was created in the state of Florida effective the 11 day of July.

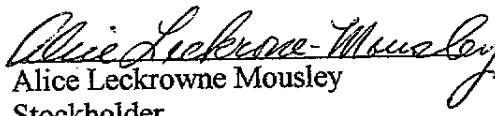
This being the date of acceptance by the state of Florida making the corporation non-existent until such date. Therefore it was not a case of failure to file but the entity was not created until after the filing date. This information is being provided to you before the 16th day of the third month following the effective date of incorporation and responsibility as such to be held liable for taxes as a corporation.

As the stockholders of this corporation we respectfully request that we be allowed to operate as an S corporation for the tax year 2000. Any further information or assistance you may need in order to make this election acceptable please contact us.

Thank you again for your assistance in this matter.
Respectfully,



Paul Marlan Leckrowne Jr.
Stockholder



Alice Leckrowne Mousley
Stockholder