

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO00000110111

Black Orchid Art
Gallery, Inc.

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*****78.75 *****78.75

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

11/28/00

RECEIVED
NOV 29 10:48 PM '00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

NOV 29 2000
SMITH

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Signature

Requested by: LS 11/29 10:06
Name Date Time

Walk-In Will Pick Up

11/28/60

ARTICLES OF INCORPORATION
FOR
BLACK ORCHID ART GALLERY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts these Articles of Incorporation.

ARTICLE I
(Name and Mailing Address)

The name of the corporation is BLACK ORCHID ART GALLERY, INC., and its mailing address is C/O Richard W. Winesett, Avery, Whigham & Winesett, P.A., 2248 First Street, Fort Myers, FL 33901.

ARTICLE II
(Duration)

The duration of this corporation is perpetual and its existence shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE III
(Purpose)

The general purposes for which this corporation is organized are brokering sales and rental transactions, consulting with clients with regard to real estate and related matters and to engage in such other activities as are incidental to or connected with the operation of such business; and to transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
(Capital Stock)

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V
(Initial Registered Office and Registered Agent)

The street address of the initial registered office of this corporation is 2248 First Street, Fort Myers, Florida 33901; and the name of the initial registered agent of this corporation at that address is Richard W. Winesett.

ARTICLE VI
(Preemptive Rights)

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
(Initial Board of Directors)

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders but shall never be less than one director nor more than seven directors. The name and address of the initial director of this corporation is:

Alan R. Gish
1245 Isabel Drive
Sanibel, FL 33957

ARTICLE VIII
(Incorporators)

The name and address of the person signing these Articles is Richard W. Winesett, 2248 First Street, Fort Myers, FL 33901.

ARTICLE IX
(Bylaws)

The Bylaws of the corporation shall be adopted, altered, amended or repealed and new Bylaws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide that the

Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE X
(Amendment)

This corporation reserves the right, subject to the approval of persons voting not less than a two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision 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 incorporators have executed these Articles of Incorporation on this 28th day of November 2000.

Richard W. Winesett
Richard W. Winesett, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 28th day of November, 2000, by Richard W. Winesett, who is personally known ☒ to me or who has produced ☐ _____ as identification.

NOTARY PUBLIC:

sign Catherine S. McQuade
print CATHERINE S. MCQUADE

State of Florida at Large (Seal)

My Commission Expires:

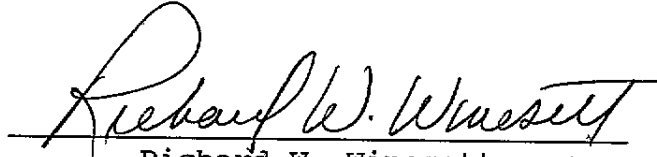
Catherine S. McQuade
MY COMMISSION # CC688429 EXPIRES
January 2, 2002
BONDED THRU TROY FAIR INSURANCE, INC.



ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of BLACK ORCHID ART GALLERY, INC., is familiar with Sections 607.0501, 607.0502, 607.0505 and 607.1508, Florida Statutes, and accepts the obligations thereunder.

EXECUTED this 28th day of November, 2000.


Richard W. Winesett

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SECRETARY OF STATE
TALLAHASSEE FLORIDA