



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

FILED

00 DEC 22 PM 12: 24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HOLD
FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

827933/7875U

December 22, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Sofas & Seats Inc.

P00000001/6745

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

Retrieval Request

☐ Photocopy

☐ Certified Copy

700003511727--7
-12/22/00--01028--024
*****78.75 *****78.75

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

12-22

ARTICLES OF INCORPORATION
OF
SOFAS & SEATS, INC.

FILED
00 DEC 22 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is SOFAS & SEATS, INC.

ARTICLE II
Principal Office

The principal office and mailing address of the corporation shall be 3080 Airline Blvd., Portsmouth, Virginia 23701

ARTICLE III
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV
Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V
Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of \$.01 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI Initial Registered Office and Agent

The name and street address of the initial registered office of this corporation is UCC Filing & Search Services, Inc., 526 E. Park Avenue, Tallahassee, Florida 32301.

ARTICLE VII Directors

(a) Number. This corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

James S. Conway
3080 Airline Blvd.
Portsmouth, Virginia 23701

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX
Incorporator


The name and street address of the incorporator of this corporation is:

James S. Conway
3080 Airline Blvd.
Portsmouth, Virginia 23701

ARTICLE X
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 12th day of December, 2000.


James S. Conway 12-11-2000

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

SOFAS & SEATS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS
IN THE CITY OF JACKSONVILLE, STATE OF FLORIDA, HAS NAMED UCC FILING
& SEARCH SERVICES, INC., 526 E. PARK AVENUE, TALLAHASSEE, FLORIDA
32301. AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

James S. Conway 12-11-2000
James S. Conway, President

Dated: December 12, 2000.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

UCC FILING & SEARCH SERVICES,
INC.

By: Betty B. Jones
Print: _____
Its: _____

Dated: December 12, 2000.

FILED
00 DEC 22 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA