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Florida Department of State
Division of Corporations
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Account Name : WILLIAMSON, DIAMOND & CATON, P.A.
Account Number : 074403003061
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**JOYCE'S ART CENTER**

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
JOYCE'S ART CENTER, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, licensed or otherwise legally authorized to practice accounting by and within the State of Florida, hereby acting as incorporators for the purpose of forming a professional service corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is JOYCE'S ART CENTER, INC., and its principal office address is: 20025 Gulf Boulevard, Indian Shores, Florida, 33785; and its mailing address is: 20025 Gulf Boulevard, Indian Shores, Florida, 33785.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

RICHARD P. CATON, ESQUIRE
WILLIAMSON, DIAMOND & CATON, P.A.
7843 Seminole Boulevard
Seminole, Florida
(727) 398-3600

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ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 20025 Gulf Boulevard, Indian Shores, Florida, 33785, and the name of the initial registered agent is STEVEN ERIC WESTPHAL.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have three (3) Directors, initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
CURTIS WESTPHAL II	7265 Lupine Street Arvada, Colorado, 80007
SUSAN SHOCKLEY	8121 S.W. 45 th Lane Gainesville, Florida, 32608
STEVEN ERIC WESTPHAL	20025 Gulf Boulevard Indian Shores, Florida, 33785

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
CURTIS WESTPHAL II	7265 Lupine Street Arvada, Colorado, 80007
SUSAN SHOCKLEY	8121 S.W. 45 th Lane Gainesville, Florida, 32608
STEVEN ERIC WESTPHAL	20025 Gulf Boulevard Indian Shores, Florida, 33785

ARTICLE 8: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 10: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of April, 2001.

Curtis Westphal
CURTIS WESTPHAL

Susan Shockley
SUSAN SHOCKLEY

Steven Eric Westphal
STEVEN ERIC WESTPHAL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 10th day of April, 2001.

Steven Eric Westphal
STEVEN ERIC WESTPHAL, Registered Agent

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