

PO1000086827

TRANSMITTAL LETTER

FILED

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

01 AUG 30 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: SOPHISTICATED DESIGN, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: LISA PALMIERO
Name (Printed or typed)

600004564236--4

-08/30/01--01060--021

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

2346 BENT TREE RD #1913
Address

PALEM HARBOR, FL 346983
City, State & Zip

727-463-2978
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
SOPHISTICATED DESIGN, INC.

FILED
01 AUG 30 PM 2: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the provisions of Chapter 607 and 621 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be Sophisticated Design, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

2346 Benttree Road #1913
Palm Harbor, Florida 34683

Section 1. The corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporation pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be One Hundred (100) share of common stock, all of one class at One and No/100 Dollars (\$1.00) par value per share.

ARTICLE V - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 300 South Park Place Blvd., Suite 150, Clearwater, Florida 33759

Section 2. The name of the initial registered agent of the Corporation located at said address shall be JILL FISHER POWERS.

ARTICLE VI - BOARD OF DIRECTORS & OFFICERS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director, whose name and address are as follows:

<u>Name</u>	<u>Address</u>
Lisa Palmiero	2346 Benttree Road #1913 Palm Harbor, Florida 34683

Section 3. The initial Officers of the Corporation shall consist of the following names and address:

<u>Name</u>	<u>Address</u>
President/Secretary/Treasurer Lisa Palmiero	2346 Benttree Road #1913 Palm Harbor, Florida 34683
Vice President Jill Fisher Powers	300 South Park Place Blvd., Suite 150 Clearwater, Florida 33759

ARTICLES VII - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLES VIII - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholder, as follows:

A. Shareholders, unless the Board of Directors determines that because of a conflict of interest or other personal circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendments shall be submitted to the shareholder and shall be adopted and approved by the shareholder in accordance with the following:

1. The Proposed amendment shall be adopted at a meeting of the shareholder, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law) or;

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the prerequisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

Name

Address

JILL FISHER POWERS

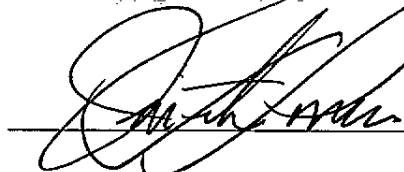
300 South Park Place Blvd., Suite 150
Clearwater, Florida 33759

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 29th day of August, 2001.

A handwritten signature in cursive script, appearing to read "Jill Fisher Powers", written over a horizontal line.

JILL FISHER POWERS, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity on this 29th day of August, 2001.

A handwritten signature in cursive script, appearing to read "Jill Fisher Powers", written over a horizontal line.

JILL FISHER POWERS, Registered Agent