

**SPRINGFIELD, ILL.**  
 (Record No.)  
 245 SOUTH WEST 2nd STREET, 4th FLOOR  
 MIAMI, FL 33145 - (305) 854-6000

**OFFICE USE ONLY**

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. EMERALD COAST IMPORTS, INC.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

☐ Walk-In ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
 100004571371--5  
 -09/06/01--01001--007  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status 00 \*\*\*\*\*70.00

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*[Handwritten signature]*  
 9/4

RECEIVED  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 2001 SEP -5 PM 3:29  
 01 SEP 10 PM 2:56  
 TALLAHASSEE FLORIDA  
 SECRETARY OF STATE  
 FILED  
 601-20656  
 Examiner's Initials PS  
 9/6/01



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 6, 2001

SPIEGEL & UTRERA, P.A.

SUBJECT: EMERALD COAST IMPORTS, INC.  
Ref. Number: W01000020656

We have received your document for EMERALD COAST IMPORTS, INC. and your check(s) totaling \$280.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6915.

Pamela Smith  
Document Specialist  
New Filings Section

Letter Number: 301A00050193

RECEIVED  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
2001 SEP 10 PM 2:03  
TO AGENCY OF FILING  
SUFFICIENCY OF FILING

**ARTICLES OF INCORPORATION**  
**OF**  
**EMERALD COAST IMPORTS, INC.**

**FILED**  
01 SEP 10 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **EMERALD COAST IMPORTS, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 7120 Rampart Way, Pensacola, Florida 32505 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is Scott Sandfort, Bass and Sandfort Accountants, Inc. whose address shall be 711-A West Garden Street, Pensacola, Florida 32501.

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Mary Hudson
Vice-President:	David Hudson
Secretary:	Mary Hudson
Treasurer:	David Hudson

whose addresses shall be the same as the principal office of the Corporation.



**SPIEGEL & UTRERA, P.A.**

LAWYERS

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1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

### **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Mary Hudson  
David Hudson

whose addresses shall be the same as the principal office of the Corporation.

### **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may 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, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



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### **ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



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## **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is located at 711-A West Garden Street, Pensacola, Florida 32501. The name and address of the registered agent of this Corporation is Scott Sandfort, Bass and Sandfort Accountants, Inc., 711-A West Garden Street, Pensacola, Florida 32501.

## **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE 15- AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



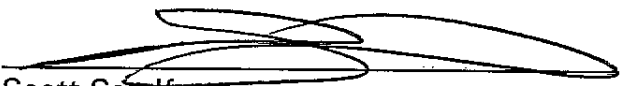
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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 17 August 2001.

  
Scott Sandfort  
Bass and Sandfort Accountants, Inc.,  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Scott Sandfort of Bass and Sandfort Accountants, Inc., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

In order to expedite the filing of the original Articles with the Florida Department of State, the undersigned Incorporator(s) hereby authorize AmeriLawyer® to affix the signatures of the Incorporator(s) on the Articles filed with the Florida Department of State, and the Incorporator(s) hereby signify their approval by affixing their original signatures to the within copy of the Articles.

  
Scott Sandfort  
Bass and Sandfort Accountants, Inc.

ART11INC.RA

**FILED**  
01 SEP 10 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



**SPIEGEL & UTRERA, P.A.**

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