

TRANSMITTAL LETTER

Pol 000101717

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

SUBJECT: S.O.S. Wholesaler, Inc.
(Proposed corporate name - must include suffix)

APPROVED
AND
FILED

01 OCT 19 PM 2:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ADDITIONAL COPY REQUIRED

RECEIVED
01 OCT 19 PM 2:33
Filing Fee,
Certified Copy
& Certificate of
Status
STATE
TALLAHASSEE,
FLORIDA

FROM: Harold W. Smith
Name (Printed or typed)

5400 Water Oak Lane
Address

Jacksonville, FL 32210
City, State & Zip

Daytime Telephone number

100004645321--3
-10/19/01--01042--014
*****78.75 *****78.75

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

g/10/17

CERTIFICATE OF INCORPORATION
OF
S.O.S. WHOLESALER, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 19 PM 2:43

APPROVED
AND
FILED

We, the undersigned, hereby make, subscribe, acknowledge and file this certificate for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of this corporation shall be S.O.S. Wholesaler, Inc.

ARTICLE II

Nature of Business

The general purpose for which this corporation is organized is as follows:

- (a) To engage in the purchase and sale of fishing tackle, fishing supplies, and fishing rods and equipment;
- (b) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
- (c) To do all things incident to this business, including but not limited to hiring employees, advertising, obtaining licenses, owning property, entering into contracts and borrowing money. Nothing herein shall restrict or limit these general purposes in any way.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of One Thousand (1,000) shares of

stock with a par value of one dollar (\$1.00) par value. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or services at a just valuation to be fixed by the directors. Property or labor may also be purchased with the capital stock at reasonable and fair value as determined by the directors and agreed upon by the subscriber.

ARTICLE IV

Amount of Capital With Which to Begin Business

The amount of capital with which to begin this business shall be One Thousand Dollars (\$1,000.00).

ARTICLE V

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office

The initial principal office and mailing address of this corporation shall be 5400 Water Oak Lane, Jacksonville, Florida 32210. This shall be the registered office and Harold W. Smith shall be the registered agent. *I accept the position of*

ARTICLE VII

Number of Directors

Registered Agent
The number of directors shall be two and the by-laws may provide for an increase or decrease in the number of directors as is authorized by law. Directors shall be elected at the annual meeting of shareholders by shareholders as provided in the by-laws.

Vacancies on the board of directors for any reason may be filled to serve the balance of the term by a majority vote of the existing directors.

ARTICLE VIII

Name and Post Office Address of the Members of
the First Board of Directors

The name and post office address of the members of the first board of directors is as follows:

Harold W. Smith
5400 Water Oak Lane
Jacksonville, FL 32210

Minnette C. Smith
5400 Water Oak Lane
Jacksonville, FL 32210

ARTICLE IX

Subscribers and Number of Shares

The name and post office address of each subscriber to the Certificate of Incorporation and the number of shares agreed upon is as follows:

Subscriber:

Shares:

Harold W. Smith
5400 Water Oak Lane
Jacksonville, FL 32210

500

Minnette C. Smith
5400 Water Oak Lane
Jacksonville, FL 32210

500

ARTICLE X

RESTRICTED TRANSFER

All share certificates issued shall reflect on the face that a transfer is restricted as required by Florida Statute, section 607.0627. It is contemplated that each shareholder shall provide services to the corporation and have familiarity with the operations of the business. Shares may not be transferred without the unanimous consent of all directors. No shareholder may pledge or alienate any interest in the shares without the unanimous consent of all directors. In the event a shareholder cannot provide services or there is a necessity for any shares to be transferred, the corporation has a first option to acquire all such shares for the par value of \$1.00 per share.

ARTICLE XI
AMENDMENTS

The articles of incorporation may be amended in a manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock with the right to vote thereon.

IN WITNESS THEREOF, the undersigned have made and subscribed this Certificate of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid on this 18th day of October, 2001.

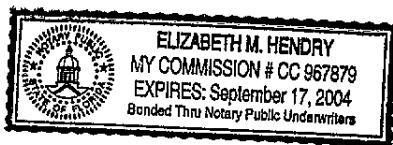
Harold W. Smith
Harold W. Smith

Minnette C. Smith
Minnette C. Smith

STATE OF FLORIDA
COUNTY OF DUVAL

Personally appeared before me, the undersigned authority, Harold W. Smith and Minnette C. Smith, who are known to me to be the persons described in and who executed the foregoing Certificate of Incorporation for S.O.S. Wholesaler, Inc., and each acknowledged the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at Jacksonville, Florida, this 18th day of October, 2001.



Elizabeth M. Hendry
NOTARY PUBLIC, State of Florida
My commission expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 19 PM 2:44

APPROVED
AND
FILED