

P01000119164

TRANSMITTAL LETTER

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

300004718483--0
12/11/2001 10:47:00
*****78.75 *****78.75

SUBJECT: Callegate Yearbook Company
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: John Cantlon
Name (Printed or typed)

1109 NW 23rd Ave Suite A
Address

Gainesville Fla 32609
City, State & Zip

352-335-9994-
Daytime Telephone number

FILED
01 DEC 17 AM 8:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

W0128290

D. WHITE DEC 18 2001

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 11, 2001

JOHN CANTLON
1109 NW 23 AVE SUITE A
GAINESVILLE, FL 32609

SUBJECT: COLLEGIATE YEARBOOK COMPANY
Ref. Number: W01000028290

We have received your document for COLLEGIATE YEARBOOK COMPANY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 301A00065236

Articles Of Incorporation
of
Collegiate Yearbook Company

FILED
01 DEC 17 AM 8:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following the Articles of Incorporation for the purpose of organizing a business corporation.

Article I

Name. The name of this corporation is Collegiate Yearbook Company (herein referred to as the "Corporation").

Article II

Address. The street address of the principle office of the Corporation is 1109 NW 23rd Avenue, Suite A, Gainesville, Florida, 32609.

Article III

Duration. The Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Secretary of the State of Florida.

Article IV

Purpose. The Corporation is authorized to transact any lawful business for which corporations may be formed under Chapter 607, Florida Statutes.

Article V

Capital Stock. The Corporation is authorized to issue 100 shares of common stock with a par value of One Dollar (\$1.00) per share which shall be designated "Common Shares".

Article VI

Bylaws. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

Article VII

Initial Registered Office and Agent. The initial street address of the Corporation's registered office is 1109 NW 23rd Avenue, Suite A, Gainesville, Florida, 32609. The initial registered agent for the Corporation at that address is: John G. Cantlon, Jr.

Article VIII

Directors. The initial board of directors shall consist of two members. The number of Directors may be increased or diminished from time to time by the Bylaws, but it shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:
John G. Cantlon, Jr., 3774 SW 56th Road, Gainesville, Florida, 32608
Lauralee S. Cantlon, 3774 SW 56th Road, Gainesville, Florida, 32608

Article IX

Preemptive Rights. Every shareholder, upon the sale of any new stock of the Corporation of the same kind, class, or series as that which a shareholder already holds, shall have the right to purchase a prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price as which it is offered to others.

Article X

No Cumulative Voting. At each election for directors, every shareholder is entitled to one vote for each share of stock held and cumulative voting shall not be permitted.

Article XI

Special Meetings. Special meetings of shareholders may be called by the Board of Directors or holders of record ten percent or more of the outstanding shares of stock.

Article XII

Shareholder Quorum and Voting. Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article XIII

Powers. This corporation shall have all of the corporate powers enumerated in the Florida Corporation Act, including the power to be a promoter, incorporator, partner, member, associate, or manager of an corporation, partnership, joint venture, trust, or other enterprise.

Article XIV

Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Directors. Any two or more offices may be held by the same person.

Article XV

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

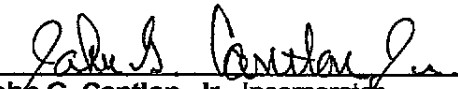
Article XVI

Amendment. The 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.

Article XVII

Incorporator. The name and address of the persons signing these Articles of Incorporation are
John G. Cantlon, Jr., 3774 SW 56th Road, Gainesville, Florida, 32608
Lauralee S. Cantlon, 3774 SW 56th Road, Gainesville, Florida, 32608

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of December, 2001.



John G. Cantlon, Jr., Incorporator



Lauralee S. Cantlon, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

DEC 17 AM 8:07

Pursuant to the provisions of Section 607.0501 or 617.0501, ^{SECRETARY OF STATE} ~~Florida~~ ^{TALLAHASSEE FLORIDA} Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is:

✓ Collegiate Yearbook Company

2. The name and address of the registered agent and office is:

✓ John B. Cantlen, Jr.
(Name)

✓ 3774 SW 56th Rd
(P.O. Box NOT acceptable)

✓ Gainesville, Fla 32608
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

✓ John B. Cantlen, Jr.
Signature

12/14/01
Date