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FILED  
02 FEB -6 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 395771 7131188

AUTHORIZATION :

*Patricia Pijets*

COST LIMIT : \$ 70.00

ORDER DATE : February 6, 2002

ORDER TIME : 3:05 PM

ORDER NO. : 395771-005

CUSTOMER NO: 7131188

8000048844881--2

CUSTOMER: Ms. Tina Muglach  
Thomas H. Warlick, P.a.

316 E. Pine Street

Orlando, FL 32801

DOMESTIC FILING

NAME: BENGE FURNITURE CORPORATION

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight, EXT. 1156

EXAMINER'S INITIALS: \_\_\_\_\_

*[Faint circular stamp]*

02 FEB -6 PM 4:38

RECEIVED

J. BRYAN FEB 7 2002

**ARTICLES OF INCORPORATION  
OF  
BENGE FURNITURE CORPORATION, a Florida corporation**

**FILED**  
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TALLAHASSEE, FLORIDA

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be **BENGE FURNITURE CORPORATION, a Florida corporation.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - INITIAL PRINCIPAL OFFICE**

The initial principal office of the Corporation shall be located at 316 E. Pine Street, Orlando, Florida 32801.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business purposes.

**ARTICLE V - CAPITAL STOCK**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$10.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for

in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be 316 E. Pine Street, Orlando, Florida 32801.

The name of the initial registered agent of this corporation at that address shall be Tony M. Bengé, Jr.

**ARTICLE VII - INITIAL DIRECTORS AND OFFICERS**

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Tony M. Bengé, Sr.	1524 Lakeshore Drive Orlando, Florida 32803	P/D
Tony M. Bengé, Jr.	316 E. Pine Street Orlando, Florida 32803	VP/S/T/D

**ARTICLE VIII - INCORPORATOR**

The following is the name and street address of the Incorporator to these Articles of Incorporation:

Tony M. Bengé, Jr.  
316 E. Pine Street  
Orlando, Florida 32801

**ARTICLE IX - PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

**ARTICLE X - BUY-SELL AGREEMENT**

The stock to be issued by this corporation shall be subject to a buy-sell agreement whereby each stockholder shall have the right of first refusal to purchase his pro rata share of any stock to be sold by an existing stockholder.

**ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5<sup>th</sup> day of February, 2002.

Tony M. Bengé, Jr. (SEAL)  
TONY M. BENGÉ, JR.  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared TONY M. BENGÉ, JR., to me known or provided \_\_\_\_\_ as identification, to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 5<sup>th</sup> day of  
February, 2002.

Tina M. Muglach  
Notary Public  
My commission expires:

(SEAL)



**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED**

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PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, BENGÉ FURNITURE CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named as its Registered Agent, TONY M. BENGÉ, JR., in the City of Orlando, County of Orange, State of Florida, to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
TONY M. BENGÉ, JR.

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