

P020000020072

**ATTORNEYS' TITLE**

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

**FILED**  
02 FEB 21 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1- DE GRAAF FINE ART COMPANY

2-

3-

4-

**EFFECTIVE DATE**  
02-19-02

☒ Walk-in

☐ Pick-up time ASAP

☐ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

|    |                   |
|----|-------------------|
| XX | Profit            |
|    | Non-Profit        |
|    | Limited Liability |
|    | Domestication     |
|    | Other             |

**AMENDMENTS**

|  |                                       |
|--|---------------------------------------|
|  | Amendment                             |
|  | Resignation of R.A., Officer/Director |
|  | Change of Registered Agent            |
|  | Dissolution/Withdrawal                |
|  | Merger                                |

**OTHER FILINGS**

|  |                  |
|--|------------------|
|  | Annual Report    |
|  | Fictitious Name  |
|  | Name Reservation |

**REGISTRATION/QUALIFICATION**

|  |                     |
|--|---------------------|
|  | Foreign             |
|  | Limited Partnership |
|  | Reinstatement       |
|  | Trademark           |
|  | Other               |

**RECEIVED**  
02 FEB 21 PM 3:26  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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-02/22/02--01001--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Examiner's Initials

J. BRYAN FEB 22 2002

102A-11005

ARTICLES OF INCORPORATION  
OF  
DE GRAAF FINE ART COMPANY,  
a Florida corporation

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02 FEB 21 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is DE GRAAF FINE ART COMPANY.

EFFECTIVE DATE  
02-19-02

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

## Article V

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 450 Royal Palm Way, Sixth Floor, Palm Beach, Florida 33480 and the name of the initial registered agent of this corporation at the address is Drennen L. Whitmire, Jr., Esquire. The mailing address of this corporation and the street address of this corporation is 1208 Marine Way, G-7, North Palm Beach, Florida 33408.

## Article VI

### Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

| <u>Name</u>         | <u>Address</u>  |
|---------------------|---|
| Daniel Lee De Graaf | 1208 Marine Way, G-7<br>North Palm Beach, Florida 33408 |
| Thomas E. Balbo     | 12801 Buckeye Road<br>Cleveland, OH 44120               |

## Article VII

### Incorporator

The name and address of the person signing these Articles is:

| <u>Name</u> | <u>Address</u> |
|-------------|----------------|
|-------------|----------------|

Daniel Lee De Graaf

1208 Marine Way, G-7  
North Palm Beach, Florida 33408

## Article VIII

### Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

## Article IX

### Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XII

Beginning of Corporate Existence

The date when corporate existence shall be February 19, 2002.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this \_\_\_\_ day of February, 2002.

  
DANIEL LEE DE GRAAF  
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of February, 2002, by DANIEL LEE DE GRAAF, who is personally known to me or produced a Florida driver's license as identification and did not take an oath.



Lois M Kasischke  
My Commission CC976497  
Expires December 27 2004

*Lois M. Kasischke*

NOTARY PUBLIC

Printed Name of Notary: \_\_\_\_\_

Commission No.: \_\_\_\_\_

Commission Expiration: \_\_\_\_\_

(NOTARIAL SEAL)

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

Pursuant to the provisions of Section 607.050, and 48.091, 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: DE GRAAF FINE ART COMPANY
2. The name and address of the registered agent and office is:

Drennen L. Whitmire, Jr., Esquire

(NAME)

450 Royal Palm Way, Sixth Floor

(STREET ADDRESS)

Palm Beach, FL 33480

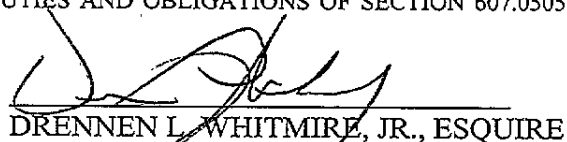
(CITY/STATE/ZIP)

  
DANIEL LEE DE GRAAF

TITLE Incorporator

DATE February 20, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
DRENNEN L. WHITMIRE, JR., ESQUIRE

DATE February 20, 2002

DE GRAAF articles

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02 FEB 21 AM 8:13  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE