

PD2000027748

TRANSMITTAL LETTER

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

SUBJECT: SARASOTA ARTIST'S GALLERY, INC.  
(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**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR -6 PM 2:48

FROM: William O. Howard Jr  
Name (Printed or typed)

2704 Bee Ridge Rd 2nd FLR  
Address

SARASOTA, FL 34239  
City, State & Zip

941-921-1210  
Daytime Telephone number

800005050228--7  
-03/06/02--01048--016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

2-13-02

## ARTICLES OF INCORPORATION

The undersigned hereby executes and acknowledges these Articles of Incorporation in order to organize and incorporate a business for profit.

### ARTICLE I - NAME

The name of this corporation shall be SARASOTA ARTIST'S GALLERY, INC.

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### ARTICLE II - ADDRESS OF PRINCIPLE OFFICE

The address of the principle office of this Corporation shall be 2704 Bee Ridge Road, Sarasota, FL 33540, but this may be changed from time to time by the action of the Board of Directors and by notification of the Secretary of State of the State of Florida.

### ARTICLE III - PURPOSE

The purpose of this corporation shall be to engage in the business of an Art Gallery, sale and service of art, artworks and intellectual property, and any other business permitted under the laws of the United States and of this State.

### ARTICLE IV - DURATION

The duration of this Corporation shall be perpetual. Corporate existence shall commence upon the filing of these

Articles by the Florida Department of State.

#### ARTICLE V - REGISTERED OFFICE-AGENT

The street address of the Registered Office shall be 2704 Bee Ridge Road, Sarasota, FL 34240, and the name of its Registered Agent at said address shall be Ellen Howard.

#### ARTICLE VI - NUMBER OF DIRECTORS

The number of Directors constituting the initial Board of Directors is three. The number of members of the Board of Directors may be changed, from time to time, by changes in the By-Laws.

#### ARTICLE VII - INCORPORATORS AND DIRECTORS

The name and address of each incorporator and the name and address of each member of the initial Board of Directors of this Corporation are stated in ARTICLE XVII.

#### ARTICLE VIII - INCORPORATION BY REFERENCE

Each of the Powers stated herein shall not be in limitation, but shall be in enumeration, of the power of the Corporation. In addition, the Corporation shall have all other powers as are now or hereafter conferred upon it by law.

#### ARTICLE IX - POWERS OF CORPORATION

This Corporation shall have power:

1. To have perpetual succession by its Corporate name?
2. To sue and be sued, complain and defend in its Corporate

name in all actions or proceedings:

To have a Corporate seal which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed or affixed or in any other manner reproduced;

4. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;

5. To sell, convey, mortgage, pledge, create a security

interest in, lease, exchange, transfer and otherwise dispose of all

or any part of its property and assets;

6. To lend money and use its credit to assist its officers and employees in, accordance with law;

7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sue and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

9. To lend money, for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property

as security for the payment of funds so loaned or invested;

10. To conduct its business, carry on its operations and have offices and exercise the powers granted it, within or without this State;

11. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation;

12. To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Corporation;

13. To make donations for the public welfare or for charitable, scientific or educational purposes;

14. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries;

16. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise;

17. To have and exercise all powers necessary or convenient to affect its purposes.

ARTICLE X - STOCK There shall be 9,000 shares of \$1.00 par value  
stock

authorized. No other shares of stock are authorized.

#### ARTICLE XI - STOCKHOLDER MEETINGS

The annual meeting of the stockholders shall be held at the principal office of the corporation on the second Tuesday in March at 7:00 P.M. or at such other date, time and place as may be properly designated. Other meetings of the stockholders may be called by the Board of Directors upon thirty days' notice to the stockholders delivered in writing to their last address of record.

#### ARTICLE XII - VOTING

Each share of stock shall have one vote. The voting shall not be cumulative.

#### ARTICLE XIII - ELECTION OF DIRECTORS

Each Board of Directors after the first shall be elected at the annual meeting of the stockholders and shall serve until the new Board has been elected and is qualified to serve. The first Board of Directors shall serve until the next Board has been elected and is qualified to serve. In the event of a vacancy occurring on the Board, a stockholders' meeting shall be called for the purpose of electing a Director to fill the vacancy.

#### ARTICLE XIV - OFFICERS

The Directors shall elect the following officers of the Corporation who shall serve until their successors are elected

and qualified to serve:

The President, who shall have all the usual powers of the President of a corporation;

The Treasurer, who shall keep the financial records of the Corporation and perform the other duties of a Treasurer of a corporation;

The Secretary, who shall keep the minutes of all meetings of the stockholders and directors, and perform all the usual duties of the Secretary of a corporation.

The Directors may elect one or more Vice-Presidents, who shall, in the absence of the President, perform all the duties of the President. The Directors may elect one person to more than one of the above offices.

#### ARTICLE XV - BY-LAWS

The Directors may adopt Corporate by-laws not inconsistent with these Articles.

#### ARTICLE XVI - MEETING RULES

A majority of those qualified to vote at any meeting shall constitute a quorum for that meeting. A majority of those voting at any meeting shall rule. All requirements of notice of any meeting shall be deemed to be waived by anyone present at such meeting and waiver of notice, in writing or otherwise, by two-thirds of those eligible to vote shall represent waiver of the requirement of notice of the meeting for all parties.

ARTICLE XVIII - NAMES AND ADDRESSES OF INCORPORATOR  
AND INITIAL BOARD OF DIRECTORS

Incorporator:

Ellen R. Howard

2704 Bee Ridge Road  
Sarasota, Fl 34239

Directors:

Ric Miracle, President

2704 Bee Ridge Road  
Sarasota, Fl 34239

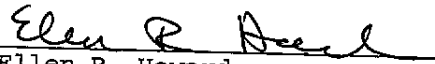
Ellen R. Howard, Tresurer

2704 Bee Ridge Road  
Sarasota, Fl 34239

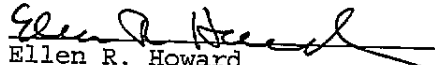
William O. Howard Jr., Secretary

2704 Bee Ridge Road  
Sarasota, Fl 34239

IN WITNESS THEREOF, the incorporator has set her hand and  
Seal to the foregoing Articles of Incorporation.

  
Ellen R. Howard  
2704 Bee Ridge Road  
Sarasota, Fl 34239

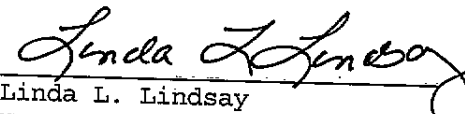
Ellen R. Howard, of 2704 Bee Ridge Road, Sarasota, Fl, 34239  
Hereby agrees to serve as the Registered Agent for this Corporation.

  
Ellen R. Howard

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the  
4<sup>th</sup> day of March, 2002, by Ellen R. Howard and William O. Howard, Jr.

LINDA L. LINDSAY  
Notary Public, State of Florida  
My Comm. exp. June 18, 2003  
Comm. No. CC 843573

  
Linda L. Lindsay  
Notary Public

My Commission Expires: 6/18/03