

Transmittal Letter

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAY 14 PM 2:25

PO2000053138

April 8, 2002

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

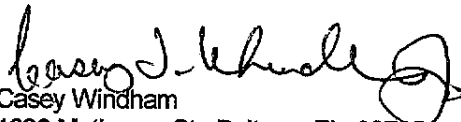
SUBJECT: Casey's Photography, Inc. (Proposed Corporate Name)

200005272462--0  
-04/15/02--01059--025  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation for Casey's Photography, Inc. In addition, a check for \$70.00 for filing fees.

Sincerely,

  
Casey Windham  
1620 Matheson St., Deltona, FL 32725

CASEY WINDHAM  
1620 MATHESON ST  
DELTONA, FL 32725

  
Patti Trissel  
1620 Matheson St., Deltona, FL 32725

W-11452



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 23, 2002

CASEY WINDHAM  
1620 MATHESON ST  
DELTONA, FL 32725

SUBJECT: CASEY'S PHOTOGRAPHY, INC.  
Ref. Number: W02000011452

We have received your document for CASEY'S PHOTOGRAPHY, INC. and your check(s) totaling \$70.00. 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) 245-6915.

Janice Love-Washington  
Document Specialist  
New Filing Section

Letter Number: 402A00024223

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
CASEY'S PHOTOGRAPHY, INC.**

In compliance with Chapter 607, and/or Chapter 621, F.S. (Profit), the undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation shall be CASEY'S PHOTOGRAPHY, INC.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The principal place of business of the corporation is: 1620 MATHESON STREET, DELTONA, FLORIDA 32725

The mailing address of the corporation's initial principal office is: 1620 MATHESON STREET, DELTONA, FLORIDA 32725

**ARTICLE III  
PURPOSE**

The purpose for which the corporation is organized is to engage in any lawful activity permitted by the laws of the State of Florida.

**ARTICLE IV  
SHARES**

The number of shares of stock, which the corporation shall have authority to issue, is 10,000 shares with a par value of \$1.00 per share of common stock.

**ARTICLE V  
DIRECTORS**

The name and residence address of the person(s) constituting the initial board of directors is: CASEY WINDHAM, 1620 MATHESON STREET, DELTONA, FLORIDA 32725 and PATTI TRISSEL, 1620 MATHESON STREET, DELTONA, FLORIDA 32725

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VI  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

#### **ARTICLE VII OTHER PROVISIONS**

**Preemptive Rights.** The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

**Director or Officer Interest.** In the absence of fraud, no transactions between (a) this corporation and (b) any other association, corporation, or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

**Stock Transfer Restriction.** No shareholder of this corporation shall sell any share of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. IF the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

**Corporate Seal.** The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

**Execution of Written Instruments.** All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. The corporation, including a release of mortgage or lien. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

#### **ARTICLE VIII REGISTERED OFFICE AND AGENT**

The name and Florida street address of the corporation's initial registered office and the name of its initial registered agent at such address are: PATTI TRISSEL, CASEY'S PHOTOGRAPHY, 1620 MATHESON STREET, VOLUSIA COUNTY, DELTONA, FLORIDA 32725

Having been named as registered agent to accept service of process from the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

*Patti Trissel*

PATTI, TRISSEL Registered Agent

*5/10/02*  
Date

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### CERTIFICATION

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

*Casey Windham*

CASEY WINDHAM, Incorporator

*Patti Trissel*

PATTI TRISSEL, Incorporator

*5/10/02*  
Date

State of Florida  
County of Volusia

Subscribed and sworn to (or affirmed) before me this *10* day of *May*, 2002.

*Donna Marie McConnell*

Notary Public



Donna Marie McConnell  
MY COMMISSION # CC850416 EXPIRES  
September 12, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.