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Laura's Flower Nook, Inc. Articles, Page 2

EFFECTIVE DATE
7-1-03

FILED
JUN 27 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

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-06/27/02--01021--006
*****78.75 *****78.75

SUBJECT: LAURA'S FLOWER NOOK, INC.

(PROPOSED CORPORATE NAME-MUST INCLUDE SUFFIX)

☒ Effective date requested July 1, 2002

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

Submitted by: ACCESS ACCOUNTING, INC.
GLENDA MYERS
432 SW LAKEHURST DRIVE
PORT SAINT LUCIE, FLORIDA 34983
PHONE (772) 336-5477

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

Prepared by: Access Accounting, Inc., 432 SW Lakehurst Dr., PSL, FL. 34983 (772) 336-5477

JB 6/27

ARTICLES OF INCORPORATION
OF
LAURA'S FLOWER NOOK, INC.

EFFECTIVE DATE

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The undersigned, acting as incorporator for the purpose of forming a Corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I - NAME

The name of the corporation shall be **LAURA'S FLOWER NOOK, INC.**, (hereinafter referred to as "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

1532 Manor Avenue
West Palm Beach, Florida 33409

ARTICLE III - PURPOSE OF CORPORATION

This Corporation shall engage in any business or activity legally permitted under the laws of the United States and the State of Florida.

ARTICLE IV - SHARES

IV-1 the Corporation is authorized to have outstanding at any given time, a maximum of 1000 shares of common stock, each share will have a par value of \$1.00. Stock shares shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value. The following shares shall be issued initially:

Laura L. Mitchell

100 Shares

IV-2 The Corporation elects to have preemptive rights so that the shareholder(s) of the Corporation have the right to acquire proportional amounts of the Corporation's un-issued shares, upon the decision of the Board of Directors to issue them. Such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

IV-3 All common stock holders shall be identical with each other in every respect, and shall be entitled to have unlimited voting rights on all shares, and be entitled to one vote

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for each share on all matters on which the shareholder(s) have the right to vote.

IV-4 All common stock holders, upon dissolution of the Corporation, shall be entitled to receive the net assets of said Corporation.

ARTICLE V - DIRECTORS/OFFICERS

The Directors/Officers of the Corporation shall be:

Director(s):	Laura L. Mitchell
President:	Laura L. Mitchell
Vice-President:	Laura L. Mitchell
Secretary:	Laura L. Mitchell
Treasurer:	Laura L. Mitchell

whose addresses shall be the same as the Corporation's principal office.

ARTICLE VI - INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Access Accounting, Inc.
432 SW Lakehurst Drive
Port Saint Lucie, Florida 34983

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Glenda F. Myers
432 SW Lakehurst Drive
Port Saint Lucie, Florida 34983

<u>Glenda F. Myers</u>	<u>6-10-2002</u>
Glenda F. Myers	Date

ARTICLE VIII - TERM OF EXISTENCE

The life of the Corporation shall be perpetual unless otherwise amended at a later date by the Board of Director(s).

ARTICLE IX - EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be July 1, 2002.

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ARTICLE X - BYLAWS

The Bylaws of the Corporation shall be established at the first meeting of the Board of Director(s). These Bylaws may be amended or rescinded by majority vote of the Board of Director(s) from time to time.

ARTICLE XI - BOARD OF DIRECTORS MEETINGS

Meetings of the Shareholders, Directors and Officers may be conducted, upon proper notice, by telephone or facsimile should the Shareholders, Directors and/or Officers be unable to physically attend.

ARTICLE XII - SUB-CHAPTER S ELECTION

XII-1 The Corporation reserves the right to elect to be an S Corporation, as provided in the Sub-chapter S provision of the U.S. Internal Revenue Code.

XII-2 The shareholder(s) of this Corporation, if elected, shall continue such election to be an S Corporation as provided in the Sub-chapter S provision of the U.S. Internal Revenue Code, unless the shareholder(s) of the Corporation unanimously agree otherwise in writing.

XII-3 Once this Corporation's election to be a Sub-chapter "S" has been accepted by the Internal Revenue, no shareholder of this Corporation, without the written consent of all shareholder(s), shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election, as provided in the Sub-chapter S provision of the U.S. Internal Revenue Code.

ARTICLE XIII - CORPORATION AUTHORITY

The corporation shall have the same authority as an individual to function as necessary to carry out its business and affairs, limited only by any/all restrictions imposed by applicable law and/or these Articles of Incorporation.

ARTICLE XIV - AMENDMENT

The Corporation reserves the right to alter or repeal any provision contained in, or amendment to, these Articles of Incorporation, now or hereafter, as permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholder(s) in these Articles of Incorporation or any amendment hereto, are granted subject to this reservation.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is:

LAURA'S FLOWER NOOK, INC.

The name and address of the registered agent is:

Access Accounting, Inc.
432 SW Lakehurst Drive
Port Saint Lucie, Florida 34983

*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.*

Access Accounting, Inc.

By: Glenda F. Myers
Glenda F. Myers, President