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Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

Orlando Chess &amp; Games Center, Inc.

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July 15, 2002

GRAHAM CLARK JONES ET AL.

SUBJECT: ORLANDO CHESS & GAMES CENTER, INC.  
REF: W02000020392

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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## ARTICLES OF INCORPORATION

OF

ORLANDO CHESS &amp; GAMES CENTER, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby certify he is forming a domestic corporation under and by virtue of the laws of the State of Florida, and specifically the Florida Business Corporation Act, Chapter 607, Florida Statutes, for the transaction of business with and under the following charter:

ARTICLE I  
NAME

The name of the corporation shall be: ORLANDO CHESS & GAMES CENTER, INC.

ARTICLE II  
PURPOSE AND POWERS

The purpose and general nature of the business to be transacted by this corporation and its powers shall be to engage in any lawful business or transaction as provided for under the laws of the State of Florida.

ARTICLE III  
CAPITAL STOCK

1. The maximum number of shares of stock which may be issued by this corporation is one hundred (100) shares of common stock, par value \$1.00 per share.
2. The corporation elects to have shareholders' preemptive rights.

ARTICLE IV  
DURATION

The corporation shall have perpetual existence, unless sooner dissolved according to law.

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ARTICLE V  
PRINCIPAL OFFICE

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The street address and mailing address of the initial principal office of this corporation shall be:  
7602-A West Sand Lake Road, Orlando, Florida 32819

ARTICLE VI  
BOARD OF DIRECTORS

1. The business of the corporation shall be conducted and managed by a board of Directors, consisting of not less than one (1) member, as fixed from time to time by the Bylaws of the corporation. The corporation shall have two (2) Directors initially. The Board of Directors shall be elected or appointed by the Stockholders, but it shall not be necessary that such Directors be stockholders of the corporation.

2. The name and street address of the initial Directors of this corporation who shall hold office until their successors are elected and qualified shall be:

NAME

ADDRESS

ALEXANDER ZELNER

7602-A West Sand Lake Road  
Orlando, Florida 32819

CATHERINE R. ZELNER

7602-A West Sand Lake Road  
Orlando, Florida 32819

ARTICLE VII  
OFFICERS

1. The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the Bylaws.

2. The initial officers of the corporation shall be:

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NAMEOFFICE

ALEXANDER ZELNER

President, Secretary and Treasurer

CATHERINE R. ZELNER

Vice President

ARTICLE VIII  
ADDITIONAL POWERS

In furtherance and not in limitation of the powers conferred by statute, the corporation shall have and may exercise the following powers:

1. The corporation shall have the power, if the Bylaws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.
2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the Bylaws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the Bylaws of the corporation shall not prevent, and nothing herein shall be construed as preventing, any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the Bylaws of this corporation consistent therewith.
3. The number of Directors of this corporation shall be fixed from time to time by the Bylaws, subject to any limitation imposed by these Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of Directors, or by death, resignation, or other cause, may be filled by the Directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.
4. The corporation in its Bylaws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.
5. It shall not be necessary for any officer to be a stockholder of the corporation.

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6. The annual meeting of the stockholders shall be held on such day as may be fixed by the Bylaws of the corporation, and the date of such meeting may be changed from time to time as the Bylaws may provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the Bylaws.

7. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation, except that any amendment to Article III shall require a majority approval of all issued shares of common stock.

#### ARTICLE IX

#### INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and officer in consideration of his or her services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him or her in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him or her by reason of his or her being or having been an officer of the corporation or Director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such Director or officer, provided that he or she shall not have been derelict in the performance of his or her duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

#### ARTICLE X

#### ASSOCIATION OF DIRECTORS AND OFFICERS WITH OTHERS; RIGHT TO CONTACT

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors, or officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this

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corporation is interested, and no contract, act or transaction of this corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this corporation is a party or parties to, or are interested in such contract, act or association or corporation, and each and every person who may become a Director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or herself or any firm, association or corporation in which he or she may be in anyway interested.

ARTICLE XI  
REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent shall be ALEXANDER ZELNER and the initial registered office address the above named registered agent shall occupy is located at 7602-A West Sand Lake Road, Orlando, Florida 32819.

ARTICLE XII  
DATE OF CORPORATE EXISTENCE

The date of corporate existence shall be the date of acknowledgment of these Articles provided the same is filed with the Department of State within five (5) days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of such filing.

ARTICLE XIII  
INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is ALEXANDER ZELNER, 7602-A West Sand Lake Road, Orlando, Florida 32819.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12<sup>th</sup> day of July, 2002.

  
ALEXANDER ZELNER (Seal)

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STATE OF FLORIDA  
COUNTY OF GRAND

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgments, personally appeared ALEXANDER ZELNER to me well known or who provided FL Drivers License as identification and who being by me first duly sworn, acknowledged that he is the incorporator of the foregoing Articles of Incorporation and that he executed same for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid this 12<sup>th</sup> day of July, 2002.



Jessica Morris  
NOTARY PUBLIC  
Print Name: Jessica Morris  
State Florida at Large  
My Commission Expires: \_\_\_\_\_  
My Commission Number: \_\_\_\_\_

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN APPOINTED as Registered Agent to accept service of process of ORLANDO CHESS & GAMES CENTER, INC. with an initial registered office street address of 7602-A West Sand Lake Road, Orlando, Florida 32819 and with the street address and mailing address of the initial principal office of said corporation also being 7602-A West Sand Lake Road, Orlando, Florida 32819, I hereby certify that I am familiar with the obligation of a registered agent and accept and agree to act in this capacity and to comply with the provisions of Chapter 607, Florida Statutes the Florida Business Corporation Act and with the provisions of Section 48.091, Florida Statutes relative to such obligations and relative to keeping said registered office open as required.

DATED this 12 day of July, 2002.

  
ALEXANDER ZELNER  
Registered Agent

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