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TRANSMITTAL LETTER

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

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-09/09/02--01045--022
*****78.75 *****78.75

SUBJECT: Elizabeth Michaels & Company, 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

FROM: Joanne Elizabeth Hall
Name (Printed or typed)

6649 Deering Circle
Address

Sarasota, Florida 34240
City, State & Zip

941-379-5182
Daytime Telephone number

FILED
02 SEP -9 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and / or Chapter 621, F.S. (Profit)

ARTICLE I - NAME

The name of the corporation shall be:

Elizabeth Michaels & Company Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of Elizabeth Michaels & Company Inc. is:

6649 Deering Circle
Sarasota, Florida 34240-8580

ARTICLE III - PURPOSE

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or Nation for profit.

ARTICLE IV - SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V – INITIAL OFFICERS / DIRECTORS

The names, address and titles of the Directors / Officers of Elizabeth Michaels & Company, Inc. are:

Joanne Elizabeth Hall, President and Secretary
6649 Deering Circle
Sarasota, Florida 34240

Thomas Michael Hall, Vice-President and Treasurer
6649 Deering Circle
Sarasota, Florida 34240

ARTICLE VII - REGISTERED AGENT

The name and address of the Registered Agent is:

Joanne Elizabeth Hall
6649 Deering Circle
Sarasota, Florida 34240-8580

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is: —

Joanne Elizabeth Hall
6649 Deering Circle
Sarasota, Florida 34240-8580

ARTICLE VIII – SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE IX - TERM OF EXISTENCE

This corporation shall exist perpetually. —

ARTICLE X – LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby believed from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with

the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of two director(s). The initial Board of Directors shall consist of:

Joanne Elizabeth Hall
Thomas Michael Hall

Having been named as registered agent to accept service of process for the above 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.

<u>Joanne Elizabeth Hall</u>	<u>9/01/02</u>
Signature / Registered Agent	Date
<u>Joanne Elizabeth Hall</u>	<u>9/01/02</u>
Signature / Incorporator	Date

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