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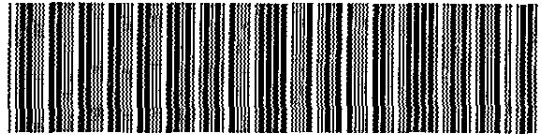
(Business Entity Name)

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02 OCT 28 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MARK G. PENNINGTON  
ATTORNEY AT LAW

Suite 1700  
One Independent Drive  
Jacksonville, Florida 32202

Telephone (904) 355-7508

Fax: (904) 355-1505

October 24, 2002

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: **Incorporation of Stella's Fashions, Inc.**

Dear Sir or Madam:

Enclosed for filing please find the Articles of Incorporation of Stella's Fashions, Inc., and the Designation of Registered Agent. Also enclosed is a check in the amount of \$78.50 for the filing fee of the articles of incorporation, designation agent, and a certified copy.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,



Mark G. Pennington

MGP/pab  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF**  
**STELLA'S FASHIONS, INC.**

**ARTICLE I - NAME**

The name of this corporation is **Stella's Fashions, Inc.**

**ARTICLE II - PRINCIPAL ADDRESS**

The principal address of this corporation is 5909 Merrill Road, Jacksonville, Florida 32277.

**ARTICLE III - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business as a profit organization, and:

1. To engage in the business of the creation and alteration of clothing items and related activities and wedding planning services.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock that shall be designated as "Common Shares."

**ARTICLE VI - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1 Independent Drive, Suite 1700, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Mark G. Pennington, Esquire.

## **ARTICLE VIII - SHAREHOLDER RUN CORPORATION**

This is a closely held family corporation with the intent to be a family run business, therefore the Shareholders shall run this company in place of an elected board of directors. The initial officers of this corporation are as follows:

<u><b>Name</b></u>	<u><b>Address</b></u>
Stella Corrales, President (100% Share of Stock)	2610 Sunrise Ridge Ln. Jacksonville, FL 32211
Olmes Corrales, Vice-President	2610 Sunrise Ridge Ln., Jacksonville, FL 32211

## **ARTICLE IX - PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for any consideration of any new stock issues of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase a pro-rata share thereof at the price at which it is offered to others.

## **ARTICLE X - ACTION BY WRITTEN CONSENT**

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting such Shareholders, may be taken without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

## **ARTICLE XI - INITIAL BOARD OF DIRECTORS**

This corporation shall have 2 director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than two. The names and addresses of the initial Board of Directors of the corporation is:

1. Stella Corrales, President, 2610 Sunrise Ridge Lane, Jacksonville, Florida 32211
2. Olmes Corrales, Vice-President, 2610 Sunrise Ridge Lane, Jacksonville, Florida 32211

## ARTICLE XII - INCORPORATORS

The name and address of the Incorporator signing these articles is: Olmes Corrales, Vice-President, 2610 Sunrise Ridge Lane, Jacksonville, Florida 32211.


## ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

## ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 24<sup>th</sup> day of October, 2002.

By   
Incorporator

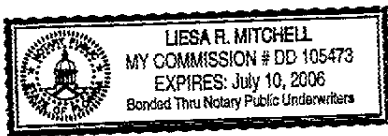
STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Olmes Corrales, Vice-President of Stella's Fashions, Inc., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

24<sup>th</sup> IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this day of October, 2002.

  
NOTARY PUBLIC, State of Florida at Large

My commission expires: 7-10-06



DD Provided:

Florida Drivers License

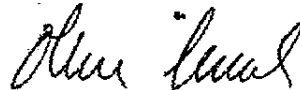
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**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

**FIRST** that **Stella's Fashions, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5909 Merrill Road, Jacksonville, Florida 32277, has named **Mark G. Pennington, Esquire**, located at 1 Independent Drive, Suite 1700, Jacksonville, Florida, 32202 as its agent to accept service of process within Florida.

Dated: 10/24/02



Olmes Corrales, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: 10/24/02



Mark G. Pennington  
Registered Agent

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