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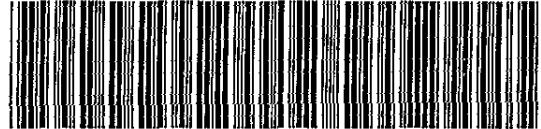
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

01-17-03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JAN 24 AM 11:22

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SWEET MAGNOLIAS COLLECTIBLES, INC.

219 SE 30th Terrace
Cape Coral, FL 33904-3433

January 17, 2003

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

Enclosed please find Check Number 2500 in the amount of
\$ 87.50 for payment of incorporation filing fees. Also
enclosed is an original and two (2) copies of the Articles
of Incorporation for **SWEET MAGNOLIAS COLLECTIBLES, INC.**

If you have any questions, please do not hesitate to contact
me.

Sincerely,


Donald A. Simmons
President

EFFECTIVE DATE
01-17-03

Enclosures

ARTICLES OF INCORPORATION
OF
SWEET MAGNOLIAS COLLECTIBLES, INC.

I (We), the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME AND DURATION

The name and address of the corporation shall be

SWEET MAGNOLIAS COLLECTIBLES, INC.
4720 SE 15th Avenue, # 115
Cape Coral, FL 33904

This corporation shall have perpetual existence.

ARTICLE II

PURPOSES

The corporation is organized for the following purposes:

1. To engage in the business of retail sales of collectible items and,
2. To transact any other lawful trade or business.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Section 607.167 of the Florida General Corporation Act, the existence of this corporation shall commence on the date of subscription and acknowledgment of these Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FL 32310

EFFECTIVE DATE
01-17-03

ARTICLE IV

CORPORATE STOCK

This corporation shall have an authorized capital of 100 shares of common stock with a par value of \$ 1.00 per share.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the corporation shall be:

DONALD A. SIMMONS

And the office of its initial registered agent shall be at:

219 SE 30th Terrace
Cape Coral, FL 33904-3433

ARTICLE VI

RESTRICTION ON TRANSFER OF STOCK

If, at any time, a majority or more of the shareholders of the corporation enter into an agreement between and among themselves and the corporation to restrict transfer of the stock of the corporation, the corporation shall thereafter refuse to recognize any transfer of stock of the corporation unless the same is in conformity with the terms and conditions of the agreement. The preceding sentence shall not apply unless a copy of such agreement is on file in the principal office of the corporation, and unless notice of the existence of such restrictions is noted conspicuously on the face or back of the certificates of stock. For purposes of this paragraph; the term "transfer" includes any sale, assignment or pledge of stock of the corporation.

ARTICLE VII

MANAGEMENT OF CORPORATE AFFAIRS

The corporation shall have a board of directors consisting of up to five directors. The name and address(es) of the initial director(s) of this corporation are:

DONALD A. SIMMONS
219 SE 30TH Terrace
Cape Coral, FL 33904-3433

ARTICLE VIII

INCORPORATOR(S)

The name and address of the initial incorporator(s) are:

DONALD A. SIMMONS
219 SE 30TH Terrace
Cape Coral, FL 33904-3433

ARTICLE IX

BY-LAWS

The power to make, alter, amend, and rescind the by-laws of the corporation shall be reserved to the stockholders of the corporation.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XI

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 17th day of January, 2003.


Donald A. Simmons

STATE OF FLORIDA

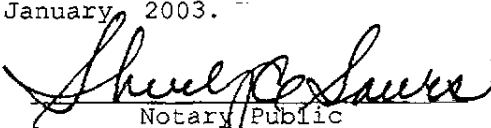
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above to take acknowledgments, personally appeared **Donald A. Simmons**, known to me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed their name(s) to said Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Punta Gorda, Charlotte County, Florida, this 17th day of January, 2003.



Shirley C. Sours
MY COMMISSION # DD015468 EXPIRES
April 7, 2005
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public
State Of Florida

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN named to accept service of process for the above stated corporation, the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.


Donald A. Simmons

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03 JAN 24 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA