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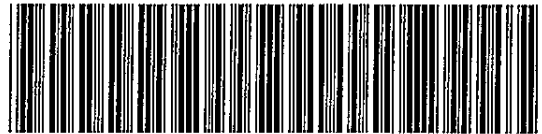
(Business Entity Name)

(Document Number)

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03 MAR 10 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: PLUSH AUDIO, 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: BRENNAN M. HOFSTADTER
Name (Printed or typed)

283 MILLSTONE DRIVE
Address

PALM HARBOR, FL 34683
City, State & Zip

727-771-9443
Daytime Telephone number

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

FILED

**ARTICLES OF INCORPORATION OF
PLUSH AUDIO, INC.
A FLORIDA CORPORATION**

03 MAR 10 PH 3: 10

**SECRETARY OF STATE
-TALLAHASSEE, FLORIDA**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), I the undersigned, being the original incorporator herein named, for the purpose of forming a corporation under the laws of the State of Florida, to do business both within and without the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true:

ARTICLE I – NAME

The name of the Corporation shall be PLUSH AUDIO, INC.

ARTICLE II – PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Corporation is 283 Millstone Drive, Palm Harbor, Florida 34683.

ARTICLE III – PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful activity, within or without the State of Florida.

ARTICLE IV – SHARES OF STOCK

The total number of shares of authorized capital stock of the corporation shall consist of a single class of one-thousand (1,000) shares of Common Stock, \$1 par value. The Stockholders may issue the Common Stock from time to time without action. The Common Stock may be issued for such consideration as may be fixed from time to time by the Board of Directors. The Board of Directors may issue shares of Common Stock in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions adopted by them. Holders of the Common Stock of the Corporation shall not have any preference, preemptive right, or right of subscription to acquire any shares of the corporation authorized, issued or sold, or to be authorized, issued or sold, and convertible into shares of the Corporation, nor to any right of subscription thereto, other than to the extent, if any, the Board of Directors may determine from time to time. The Common Stock of the Corporation, after the amount of the subscription price has been paid shall not be subject to assessment to pay the debts of the Corporation, nor for any other purpose, and no stock issued as fully paid shall ever be assessable or assessed, and the Articles of Incorporation shall not be amended in this particular.

ARTICLE V – DIRECTORS AND OFFICERS

The initial Board of Directors shall consist of one (1) member. The name, title and address of the initial Director and Officer is as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Brenan M. Hofstadter	President	283 Millstone Drive Palm Harbor, Florida 34683

The number of Directors and Officers may be increased or decreased by a duly adopted amendment to the Bylaws of the Corporation.

ARTICLE VI – REGISTERED AGENT

The name and address of the initial Registered Agent for service of process is Brenan M. Hofstadter, 283 Millstone Drive, Palm Harbor, Florida 34683.

ARTICLE VII – INCORPORATOR

The name and address of the Incorporator is Brenan M. Hofstadter, 283 Millstone Drive, Palm Harbor, Florida 34683.

ARTICLE VIII – DURATION

The Corporation is to have a perpetual existence.

ARTICLE IX – DIRECTORS' AND OFFICERS' LIABILITY

A Director or Officer of the Corporation shall not be personally liable to this Corporation or its stockholders for damages for breach of fiduciary duty as a Director or Officer of this Corporation except for acts or omissions, which involve intentional misconduct, fraud, or a knowing violation of the law resulting in damage to the Corporation. Any repeal or modification of this Article by the Stockholders shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director or Officer of the Corporation for acts or omissions prior to such repeal or modification.

ARTICLE X – INDEMNITY

Every Director or Officer of this Corporation, past or present, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Florida against all expenses, liability and loss (including attorney's fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection within. Such right of indemnification shall be a contract right, which may be enforced in any manner desired by such person. The expenses of Directors and Officers incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred. Such right of indemnification shall not be exclusive of any other rights that Director or Officer may have. Without limiting the application of the foregoing, the Stockholders or Board of Directors may adopt by-laws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Florida, and may cause the Corporation to purchase and maintain insurance on behalf of any Director or Officer. The indemnification provided in this Article shall continue for persons whom have ceased to be a Director or Officer and shall inure to benefit the heirs, executors and administrators of such person.

ARTICLE XI – POWERS OF DIRECTORS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. Subject to the Bylaws, if any, adopted by the Stockholders, to make, alter or repeal the Bylaws of the Corporation;
2. To authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real and personal property of the Corporation;
3. To authorize the guaranty by the Corporation of securities, evidence of indebtedness and obligations of other persons, corporations and business entities;
4. To create, out of the funds of the Corporation available for distributions, a reserve or reserves for any proper purpose and to abolish any such reserve;
5. By resolution, to designate one or more committees, each committee to consist of at least one Director of the Corporation, which, to the extent provided in the resolution or in the Bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors; and
6. To authorize the Corporation by its Officers or Agents to exercise all such powers and to do all such acts as may be exercised or done by the Corporation, except and to the extent that any such statute shall require action by the Stockholders of the Corporation with regard to the exercising of any such power or doing any such act.

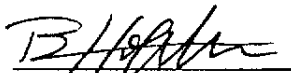
In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Board of Directors may exercise all such powers and do all such acts as may be exercised or done by the Corporation, except provided herein and by law.

IN WITNESS WHEREOF, I have hereunto set my hand this day hereby declaring and certifying that the facts stated hereinabove are true,

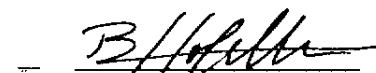
Having been named as registered agent to accept service of process for PLUSH AUDIO, INC. at the place designated in this certificate, I am familiar with and accept the appointment of registered agent and agree to act in this capacity.

REGISTERED AGENT

INCORPORATOR


Brenan M. Hofstadter

3-6-03
Date


Brenan M. Hofstadter

3-6-03
Date