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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03/27

TRANSMITTAL LETTER

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

SUBJECT: Textile Vinyl Resources, 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: Briskin & Associates, L.C.
Name (Printed or typed)

1001 Cambridge Square, Ste. D
Address

Alpharetta, GA 30004
City, State & Zip

770.410.1555
Daytime Telephone number

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

**TEXTILE VINYL RESOURCES, INC.
ARTICLES OF INCORPORATION**

03 MAR 21 PM 3:20
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is: TEXTILE VINYL RESOURCES, INC.

ARTICLE II

The mailing address of the initial principal office of the Corporation is: 3315 Maggie Blvd., #300, Orlando, Florida 32811.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV

The Corporation shall have authority to issue one hundred thousand (100,000) shares of common stock with no par value.

ARTICLE V

The initial registered office of the Corporation shall be at: 3315 Maggie Blvd., #300, Orlando, Orange County, Florida 32811. The initial registered agent of the Corporation at such address shall be: Iganacio Cao.

ARTICLE VI

The name and address of the incorporator are: Alan M. Briskin, BRISKIN & ASSOCIATES, L.C., 1001 Cambridge Square, Suite D, Alpharetta, Georgia 30004.

ARTICLE VII

The principal duties of the officers of the Corporation shall be fixed by the By-Laws of the Corporation.

ARTICLE VIII

(a) Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorney's fees), judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the Corporation under the laws of the State of Florida and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification shall be made only in accordance with the laws of the State of Florida and subject to the conditions prescribed therein.

In any instance where the laws of the State of Florida permit indemnification to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only after a determination has been made in the specific case that indemnification of the officer or director is permissible in the circumstances because the officer or director has met the standard of conduct set forth under such laws, upon application for indemnification by any such person the Corporation shall promptly cause such determination to be made (i) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if a quorum cannot be obtained, by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (iii) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (i) or (ii), or if a quorum of the Board of Directors cannot be obtained under (i), and a committee cannot be designated under (ii), selected by majority vote of the full Board of Directors (in which selection directors who are parties may participate); or (iv) by the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Florida. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by shareholders or by an insurance carrier, the Corporation shall provide notice of such payment to the shareholders in accordance with the provisions of the laws of the State of Florida.

(b) Any repeal or modification of the provisions of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect the limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If any provision of this Article (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE IX

A director of the Corporation shall not be disqualified from dealing or contracting with the Corporation as a vendor, purchaser, lessor, lessee, or in any other capacity.

MAR-14-2003 12:56P FROM: Don Phipps & Assoc., 770-476-5760

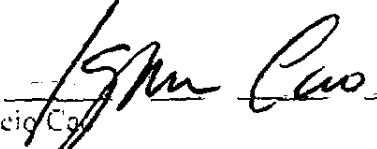
TO: 14078721295

P: 3/3

ARTICLE X

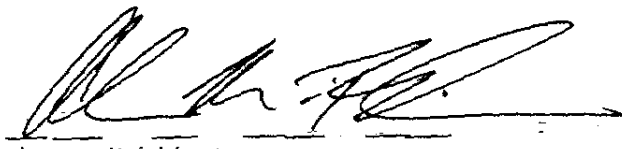
Having been named as registered agent to accept service of process for the above-state corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: 3-14-03


Ignacio C. C.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for FENTILP VINYL RESOURCES, Inc.

Date: 3/20/03


Alan M. Briskin, Incorporator
BRISKIN & ASSOCIATES, L.C.
Incorporator

BRISKIN & ASSOCIATES, L.C.
1001 Cambridge Square, Suite D
Alpharetta, Georgia 30004
(770) 410-1555

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