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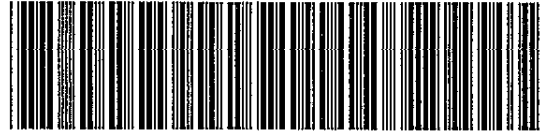
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SECRETARY OF STATE
TALLAHASSEE FL 32301

LAW OFFICES
WILLIAMS, SMITH & SUMMERS, P.A.
380 WEST ALFRED STREET
TAVARES, FLORIDA 32778-3298

CHRISTOPHER J. SMITH
GARY L. SUMMERS
ROBERT Q. WILLIAMS

TELEPHONE:
(352) 343-6655
FAX (352) 343-4267

March 18, 2003

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

Re: **PAPERBACK PATCH, INC.**

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for **PAPERBACK PATCH, INC.** If the Articles meet with your approval, please file them and return the copy to our office with a stamp showing that it has been filed.

Enclosed is a check to cover the costs of this corporation, which are as follows:

\$ 35.00	Filing fee
8.75	Certificate of Status
<u>35.00</u>	Registered Agent Designation
\$ 78.75	Total

Thank you for your cooperation in this matter.

Sincerely,



Gary L. Summers

GLS
Enclosures

c: Tracy M. Belton

3/24/03 Dpotte w/ Sharon sending
H by atten.

RECEIVED
03 MAR 21 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W03-0338

ARTICLES OF INCORPORATION
OF
PAPERBACK PATCH, INC.

FILED
03 MAR 26 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation shall be Paperback Patch, Inc. The mailing address is 432 N. Eustis Street, Eustis, Florida 32726, and principal office address of the corporation shall be 314 C.R. 25, Lady Lake, Florida 32159.

ARTICLE II

DURATION OF THE CORPORATION

The existence of this corporation shall be perpetual.

ARTICLE III

CORPORATE PURPOSE

The corporation is being organized for the transaction of any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States.

ARTICLE IV

AUTHORIZED STOCK

The authorized stock of this corporation shall consist of 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent and office of this corporation are as follows:

Jo E. Henson
432 N. Eustis Street
Eustis, Florida 32726

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to the bylaws of the corporation, but shall never be less than one. The names and addresses of the persons who shall serve as the initial directors are as follows:

Tracy M. Belton
1745 Heim Road
Mount Dora, Florida 32757

Jo E. Henson
432 N. Eustis Street
Eustis, Florida 32726

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of this corporation are:

Tracy M. Belton
1745 Heim Road
Mount Dora, Florida 32757

ARTICLE VIII

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of shares, and inviting the shareholder to exercise his, her, or its pre-emptive rights. This right may also be waived by affirmative written

waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

EXECUTED this 18 day of March, 2003.

Tracy M. Belton
Tracy M. Belton
Incorporator

I hereby accept appointment as registered agent of Paperback Patch, Inc., and I am familiar with the requirements of Section 607.0505, Florida Statutes.

By: Jo E. Henson
Jo E. Henson

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing Articles of Incorporation were acknowledged before me this March 18, 2003, by Tracy M. Belton, as the Incorporator, ☒ who is personally known to me or, [] who has produced N/A as identification.

Gary L. Summers
Notary Signature
Gary L. Summers
Printed Notary Signature
My Commission Expires:



FILED
03 MAR 26 PM 12:57
TALLAHASSEE FLORIDA
SECRETARY OF STATE