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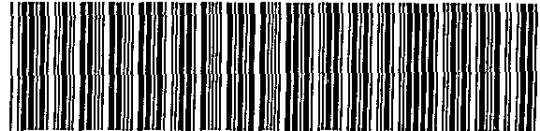
(Business Entity Name)

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FILED  
03 APR 14 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB 4-17-03

## TRANSMITTAL LETTER

April 4, 2003

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

SUBJECT: C & J Clay Corporation

(Proposed corporate name - must include suffix)

Enclosed is the original and one (1) copy of the Articles of Incorporation and a check for:

☐ \$70.00  
(Filing Fee)

☐ \$78.75  
(Filing Fee  
& Certificate)

☒ \$78.75  
Filing Fee  
& Certified  
Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: Mark W. Brandt, Esquire, Frazer, Hubbard, Brandt & Trask, LLP

(Name Printed or typed)

595 Main Street

(Address)

Dunedin, FL 34698

(City, State & ZIP)

(727) 733-0494

(Daytime Phone Number)

**ARTICLES OF INCORPORATION  
OF  
C & J Clay Corporation**

**FILED**  
03 APR 14 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is C & J Clay Corporation.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

The general purpose of this corporation is for the creation and sales of pottery products and objects d'art and for all other lawful business purposes.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

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

The street address of the initial registered office of this corporation is 384 Highland Road, Tarpon Springs, Florida 34689 and the name of the registered agent of this corporation at that address is Candace L. Schmidt.

#### **ARTICLE VII - INCORPORATORS**

The name and address of the persons signing these articles of incorporation is:

Candace L. Schmidt, 384 Highland Road, Tarpon Springs, FL 34689

John P. Schmidt, 384 Highland Road, Tarpon Springs, FL 34689.

#### **ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

#### **ARTICLE IX - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by thirty three and one-third percent (33 1/3%) of the shares of this corporation.

#### **ARTICLE X - SHAREHOLDER QUORUM AND VOTING**

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus 1 of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XI - GREATER VOTING REQUIREMENTS FOR  
SHAREHOLDERS  
WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of 66 2/3% of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition, or liquidation.

**ARTICLE XII - APPROVAL OF  
SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held or record by not less than 2,000 shareholders.

**ARTICLE XIV - SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

**ARTICLE XV - MANAGEMENT OF  
CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

#### **ARTICLE XVI - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### **ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE**

Shareholders may participate in special meetings by conference telephone as provided by law.

#### **ARTICLE XVIII - DIVIDENDS**

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain or non-taxable dividends depending on the source from which they are derived.

#### **ARTICLE XIX - INDEMNIFICATION**

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

#### **ARTICLE XX - AMENDMENT**

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

#### **ARTICLE XXI - TAX ELECTIONS**

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law including but not limited to:

1. Qualified pension or profit sharing plan;
2. Election as a sub-chapter S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement whether qualified or not;
5. Corporate medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8 day of April, 2003.

  
Candace L. Schmidt

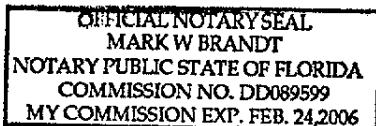
  
John P. Schmidt

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **Candace L. Schmidt**, known to me to be the person described in and who executed these Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the state and county aforesaid this 8 day of April, 2003.

  
Notary Public  
My Commission Expires:

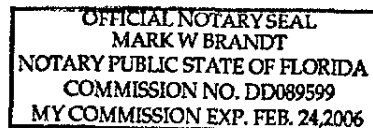


STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **John P. Schmidt**, known to me to be the person described in and who executed these Articles of Incorporation and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the state and county aforesaid this 8 day of April, 2003.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

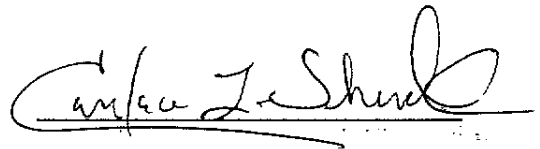




**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED: **C & J Clay Corporation**, desiring to organize or qualify under the laws of the State of Florida, with the principal place of business at 384 Highland Road, Tarpon Springs, Pinellas County, Florida 34689 has named **Candace L. Schmidt** as its resident agent to accept service of process within Florida.

Signature: \_\_\_\_\_



Title: \_\_\_\_\_

President

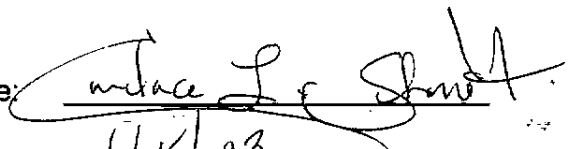
Date: \_\_\_\_\_

4-8<sup>th</sup>-03

**ACCEPTANCE BY AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in the 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 and complete performance of my duties.

Signature: \_\_\_\_\_



Date: \_\_\_\_\_

4/8/03

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03 APR 14 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA