

PO3000061138

J Eugene Kelley Jr
(Requestor's Name)

418 E. Virginia St
(Address)

Tallahassee FL 32301
(Address)

(City/State/Zip/Phone #)

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Rug + Carpet Outlet, Inc
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
RUG & CARPET OUTLET, INC.**

The undersigned, desiring to form a corporation pursuant to the provisions of the corporate laws of the State of Florida, does hereby make, sign, acknowledge and file these Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is:

RUG & CARPET OUTLET, INC.

ARTICLE II - PURPOSE

A. The general purposes, objects and powers of the corporation are to engage or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

B. The corporation shall have the power to:

1. Rent, lease or sell equipment.
2. Contract and sub-contract.
3. Own and hold franchises.
4. Acquire by purchase, lease or otherwise, lands and buildings and to own and hold same for the use of the corporation.
5. Contract, own, buy and sell or lease real or personal property.

6. Purchase and hold stock in corporate assets in other corporations and engage in the same or other character of business.

7. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation in the State of Florida of any other state or government, and while owner of such stock, to exercise all rights, powers, and privileges of ownership, including the right to vote on such stock.

8. Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

9. Enter into, make, perform, and carry out contracts and agreements of every kind, and for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation; and transact any further and other business necessarily connected with the purpose of this corporation, or calculated to facilitate same.

10. Carry on any or all of its operations and businesses, to promote its objects within the State of Florida, or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

11. Do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others, and to do and perform all such things and acts that may be necessary, profitable, or expedient in carrying on any of the business or acts of the corporation.

12. Aid or receive aid from any person, firm, corporation, business, or party whether profitable or not in any form as the stockholders or any authorized agent of the corporation shall deem necessary or compassionate.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the corporation shall have the authority to issue is 1000 shares of the par value of \$1 each, all of one class which shall be designated as common stock. All of such stock shall be fully paid and non-assessable and shall be payable in cash, property, labor or service at a just valuation to be fixed by unanimous agreement of the subscribers hereto at the organizational meeting to be held after the granting of the charter herein applied for. The corporate officers shall issue the stock pursuant to the instructions of the subscribers.

ARTICLE IV - MINIMUM CAPITAL

The minimum amount of capital with which this corporation shall begin business is more than \$1000 Dollars.

ARTICLE V - PERPETUAL EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - INITIAL PRINCIPAL OFFICE

The street address of the initial corporate principal office of the corporation is 1406

Highland Drive, Tallahassee, FL 32317.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

1406 Highland Drive, Tallahassee, FL 32317

The name of the initial registered agent is John H. Graddick.

ARTICLE VIII - MANAGEMENT BY STOCKHOLDERS

This corporation shall not have a Board of Directors. The business of the corporation and the conduct of its affairs shall be managed by its common stockholder or stockholders.

All of the powers and authority normally exercised or held by a Board of Directors shall be assumed by the stockholder or stockholders.

ARTICLE IX - OFFICERS

The name and street address of each of the officers of this corporation, who shall hold office until their successors are elected and qualified shall be:

President: John H. Graddick
1406 Highland Drive, Tallahassee, FL 32317

Secretary-Treasurer John H. Graddick

ARTICLE X - EMPLOYEE BENEFITS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes, objects and powers herein above stated, the corporation shall have the power to enter into for the benefit of its employees, one or more of the following:

- A. A Pension Plan
- B. A Profit Sharing Plan
- C. A Stock Bonus Plan
- D. A Thrift and Savings Plan
- E. A Stock Option Plan
- F. Other Retirement, Death Benefit, Sickness and Disability Benefit, Medical Benefit, or Incentive Compensation Plan or Plans.

ARTICLE XI - SPECIAL PROVISIONS

It is the intent of the incorporators that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the shareholders may elect to file as a Sub-chapter S corporation.

ARTICLE XII - SUBSCRIBERS


The names and street addresses of the subscribers and the number of shares they agree to take are as follows:

John H. Graddick
1406 Highland Drive
Tallahassee, FL 32311

1,000 shares

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge to be filed in the office of the Department of State the foregoing Articles of Incorporation this

3 June 2003 day of June, 2003.


John H. Graddick

STATE OF FLORIDA:

COUNTY OF LEON:

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of June, 2003, by John H. Graddick, who produced His Drivers License as identification.



NOTARY PUBLIC

Doris J. Boone

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

John H. Graddick
John H. Graddick

Date: 3 June 2003