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Merro, Caporello, & Self

(Requestor's Name)

215 S Monroe St Suite 701

(Address)

(Address)

Tallahassee, FL 32302 8 222-0720

(City/State/Zip/Phone #)

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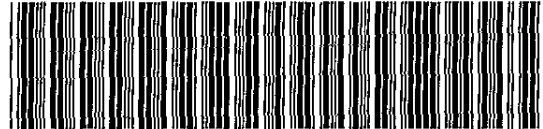
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RECEIVED

**ARTICLES OF INCORPORATION
OF
FAT GUYS TV & APPAREL, INC.
A Florida For-Profit Corporation**

**ARTICLE I
NAME**

The name of this corporation shall be Fat Guys TV & Apparel, Inc.

**ARTICLE II
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE III
GENERAL AND SPECIFIC PURPOSES**

This corporation is authorized to transact any lawful business permitted under the laws of the State of Florida and the United States of America.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation shall be 1907 West Pensacola Street, Tallahassee, Florida 32304.

**ARTICLE V
SHARES**

This corporation is authorized to issue 100 shares of stock.

**ARTICLE VI
OFFICERS**

The officers of the corporation shall be

Eddie Agramonte
President
1907 West Pensacola Street
Tallahassee, Florida 32304

Robert Morales
Vice President
1907 West Pensacola Street
Tallahassee, Florida 32304

Al Agramonte
Secretary
1907 West Pensacola Street
Tallahassee, Florida 32304

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ARTICLE VII
BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of no fewer than three (3) Directors. The names and street addresses of the first Directors of the corporation are:

Robert Morales
1907 West Pensacola Street
Tallahassee, Florida 32304

Eddie Agramonte
1907 West Pensacola Street
Tallahassee, Florida 32304

Al Agramonte
1907 West Pensacola Street
Tallahassee, Florida 32304

The business affairs of this corporation shall be managed by the Board of Directors.

ARTICLE VIII
ELECTIONS AND MEETINGS

Officers shall be elected by the corporation as provided in the By-Laws, and shall continue in office until December 31 after the annual meeting of the next year of the corporation; or until their successors shall be elected, unless there occurs a vacancy by resignation, death or removal. In the event of such contingencies, vacancies will be filled as provided for in the By-Laws. The annual meeting of the corporation shall be held at such time as may be provided by the By-Laws in order to elect new Officers, receive reports of Officers, pass upon the same and turn over the affairs of the corporation to the newly elected Officers. Other meetings may be provided for at regular times or may be called by the Board of Directors.

ARTICLE IX
**INDEMNIFICATION OF
DIRECTORS OR OFFICERS**

The corporation hereby indemnifies any Officer or Director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the maximum extent allowable by law:

- a) Whether civil, criminal, administrative or investigative, other than on, by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in his or her capacity of Officer or Director, against judgments, fines, amounts paid in settlement and expenses, including attorney's fees, actually and reasonably incurred as a result of such action, suit or proceeding to any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best

interests of the corporation, and in criminal actions or proceeding, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Officer or Director did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the corporation or that he or she had reasonable grounds for belief that such action was unlawful.

- b) Any indemnification under Section (a) shall be made by the corporation only as authorized in the specific case upon a determination that amounts for which an Officer or Director needs indemnification were properly incurred and that such Officer or Director acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and that with respect to any criminal proceeding or action, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of Directors who are not parties to such action, suit or proceeding.
- c) The corporation may assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in Section (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in the Section. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him or her, unless there are conflicting interests between or among such persons and other parties represented in the same action, suit or proceeding by such counsel retained by such person, in which case the reasonable expenses or such additional representation shall be within the scope of the indemnification intended of such person is ultimately determined to be entitled thereto as authorized in the Section.
- d) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the corporation to indemnify under applicable law.

ARTICLE X **BY-LAWS**

The Directors of the corporation shall have the right to make and adopt such By-Laws as they shall deem proper and advisable.

ARTICLE XI
AMENDMENTS TO ARTICLES OF INCORPORATION


These Articles of Incorporation may be altered, changed or amended by the affirmative vote of the holders of a majority of all shares then issued and outstanding. Amendments to the Articles of Incorporation, when approved as set forth herein, must be filed with the Secretary of the State of Florida before the same shall become effective.

ARTICLE XII
RESIDENT AGENT

The Resident Agent for the corporation, who shall serve until officially changed, shall be:

Albert T. Gimbel, Esq.
215 South Monroe Street, Suite 701
Tallahassee, Florida 32301

WITNESS the hand and seal of the Incorporator in Leon County, State of Florida, this
23 day of July, 2003.


Eddie Agramonte
President
1907 West Pensacola Street
Tallahassee, Florida

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Fat Guys TV & Apparel, Inc.
2. The name and address of the registered agent and office is:

Albert T. Gimbel, Esq.
215 South Monroe Street, Suite 701
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

AT Gimbel

(signature)

7-23-03

(date)

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