

P030000085820

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

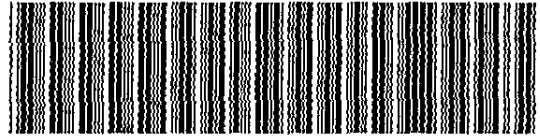
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000021901220

08/01/03--01061--010 **87.50

FILED
03 AUG -1 PM 10:50
STATE
FLORIDA
TALLAHASSEE

CB 8-6

TRANSMITTAL LETTER

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

SUBJECT: Amy Interiors of Florida, 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: Duane Amy
Name (Printed or typed)

1275 Bennett Drive, Suite 120

Address

Longwood, Florida 32750

City, State & Zip

(407) 484-7039

Daytime Telephone number

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

03 AUG -1 PM 10: 51

AMY Interiors of Florida, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be Amy Interiors of Florida, Inc., a privately owned, for-profit retail services organization.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The initial principal place of business and mailing address of the corporation is

Amy Interiors of Florida, Inc.
1275 Bennett Drive, Suite 120
Longwood, Florida 32750

ARTICLE III
PURPOSE OF THE CORPORATION

This corporation shall be a private, for-profit retail service organization whose purpose shall be to upholster home and business furnishings, provide consulting customer support in the selection of upholstery material, style and color, and to design and install customer home and business interiors.

ARTICLE IV
SHARES OF STOCK

The corporation may issue shares of the corporation's stock without certificates. Within a reasonable time after the issue or transfer of shares without certificates, the corporation shall send the shareholder a written statement of the information that is required by law to be on the certificates. Upon written request to the corporate secretary by a holder of such shares, the secretary shall provide a certificate in the form prescribed by the directors.

ARTICLE V
DIRECTORS AND OFFICERS

DIRECTORS

Section 1. Number of Directors. The corporation shall be administered by the President and CEO who shall also act as the chairman of a board consisting of at least 5 members, the initial slate of which is provided as **Attachment I**.

Section 2. Appointment and Term of Office. Each director shall serve a term of 2 year(s), or until a successor has been appointed and qualified. Appointment of all directors shall be by the recommendations of a membership development committee consisting of at least three (3) directors.

Section 3. Quorum. A majority of directors present at any meeting shall constitute a quorum provided that at least three members are present.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the adverse interest of a director shall disqualify the director from any and all discussion and/or invalidate his or her vote upon the subject for which the adverse interest emerged.

Section 5. Regular Meeting. The Board of Directors shall meet at least once per quarter or more frequently as needed. The place and time of each meeting shall be set by the President.

Section 6. Special Meeting. Special meetings may be called by the President, Vice-President, Secretary or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed.

Section 7. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 8. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been appointed and qualified.

Section 9. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

OFFICERS

Section 1. Number of Officers. The officers of the corporation shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Secretary, and a Treasurer. Two or more offices may be held by one person.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE VI
REGISTERED AGENT

The authorized registered agent of the corporation shall be Duane Amy, who resides at 640 Samantha Lane, Lake Mary, Florida 32746.

ARTICLE VII
INCORPORATOR

The authorized incorporator of the corporation shall be Duane Amy, who resides at 640 Samantha Lane, Lake Mary, Florida 32746.

ARTICLE VIII
CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE IX
AMENDMENT TO ARTICLES

These articles shall become the bylaws of the corporation and may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting; provided however, that the shareholders may from time to time specify particular provisions of the bylaws which shall not be amended or repealed by the Board of Directors.

ARTICLE X
INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

ARTICLE XI
COMPENSATION

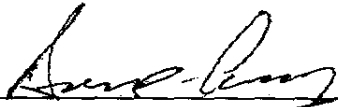
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and equity distributions in furtherance of the purpose set forth in Article III hereof.

ARTICLE XII
PUBLIC INTEREST

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and, the corporation shall not participate, or intervene (including the publishing or distribution of statements), in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation

Certification

I certify that the foregoing is a true and correct copy of the articles of the above-named corporation, duly adopted by the initial Board of Directors on 7-30-03.



Duane Amy, President of the Board

Registered Agent and Incorporator

I accept the appointment as registered agent.

AMY Interiors of Florida, Inc.**Attachment I****Board of Directors**

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|--------------------|---|--|
| Duane Amy | President/CEO, Chairman of the Board | 640 Samantha Lane, Lake Mary, Florida 32746 |
| Linda Amy | Vice-President | 640 Samantha Lane, Lake Mary, Florida 32746 |
| Anne Egloff | Secretary | 206 Oakley Court, Longwood, Florida 32779 |
| Pat Zanfardino | Treasurer | 2028 Palm View Drive, Apopka, Florida 32712 |
| Joanne Zanfardino | Board Member | 2028 Palm View Drive, Apopka, Florida 32712 |