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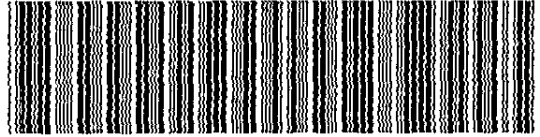
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# MARKS GRAY

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ATTORNEYS AT LAW  
EST. 1899

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SAM R. MARKS (1885-1973)  
HARRY T. GRAY (1880-1879)  
FRANCIS P. CONROY S. (1912-1981)  
DELBIDGE L. GIBBS (1917-1992)

August 14, 2003

Florida Department of State  
Division Of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: **WearWorks, Inc.**

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for WearWorks, Inc. Please file the Articles and return a certified copy to me. Our check in the amount of \$78.75 is enclosed.

Thank you for your assistance.

Sincerely,

MARKS GRAY, P.A.

*Debbie Manning*

Debbie Manning  
Secretary to Gerald W. Weedon

/dm  
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**WEARWORKS, Inc.**

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is WearWorks, Inc., its principal place of business is 1340 Northwood Road, Jacksonville, Florida 32207.

**ARTICLE II**

**NATURE OF BUSINESS**

This corporation is organized for the purpose of selling custom screen-printed and embroidered apparel and engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue five hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

#### ARTICLE IV

##### TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of the filing of these Articles.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 1340 Northwood Road, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Gerald W. Weedon. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence S. Berger	1340 Northwood Road Jacksonville, FL 32207

ARTICLE VII

**INCORPORATOR**

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

NAME

ADDRESS

Lawrence S. Berger

1340 Northwood Road  
Jacksonville, FL 32207

ARTICLE VIII

**BYLAWS**

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

**AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand

and affixed his seal this 14<sup>th</sup> day of August, 2003.

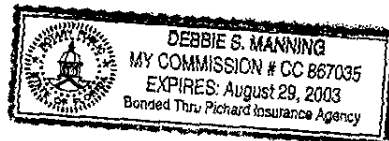
Lawrence S. Berger (SEAL)  
Lawrence S. Berger, Incorporator

STATE OF FLORIDA       )  
COUNTY OF DUVAL       )

BEFORE ME personally appeared Lawrence S. Berger, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of WearWorks, Inc., and he acknowledged before me that he signed such Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 14<sup>th</sup> day of August, 2003.

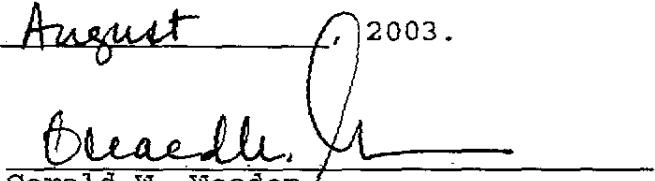
Debbie S. Manning  
Notary Public, State of Florida  
at Large  
My Commission Expires:  
(Notarial Seal)



CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
WEARWORKS, INC.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon WearWorks, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1200 Riverplace Boulevard, Suite 800, Jacksonville, FL 32207.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 12<sup>th</sup> day of August, 2003.

  
Gerald W. Weedon  
Registered Agent

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