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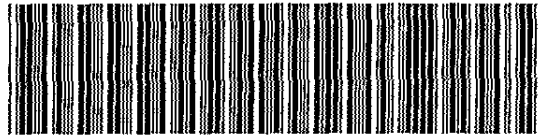
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MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32591-1831

August 14, 2003

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: THE BORTOLO ART COMPANY

Dear Ladies and Gentlemen:

Enclosed please find the original of the ARTICLES OF INCORPORATION and THE ACCEPTANCE OF RESIDENT AGENT for the above corporation. Please file the Articles. A check #1451 in the amount of \$70.00 for the required filing fee is enclosed.

Yours sincerely,
Shell, Fleming, Davis & Menge


Charles L. Hoffman, Jr.

CLH:jwm
Enclosures
H4175.00008

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ARTICLES OF INCORPORATION

OF

The Bortolo Art Company

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be The Bortolo Art Company.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to share of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office address shall be 1088 Black Walnut Trail, Pensacola, Florida 32514 and the mailing address of the corporation shall be 1765 East Nine Mile Road, Suite 1 – Box

400, Pensacola, Florida 32514.

ARTICLE VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Charles L. Hoffman, Jr.
Shell, Fleming, Davis & Menge
9th Floor, Seville Tower
226 Palafox Place
Pensacola, Florida 32502

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one. The name of the initial directors of this corporation and their street address is:

Evandro Bortolo Machado
1088 Black Walnut Trail
Pensacola, Florida 32514

David Travis Miller
1088 Black Walnut Trail
Pensacola, Florida 32514

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and, subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation; and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representative, heirs, devisees, legatees, pledgees assignees, receiver in bankruptcy, or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation, stating the price and terms upon which he desires to sell such stock,

and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchase. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchase, the secretary of the corporation shall mail a written notice to all of the remaining stockholders by certified mail, return-receipt requested advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with in desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchase as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. INCORPORATOR

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

Evandro Bortolo Machado
1088 Black Walnut Trail
Pensacola, Florida 32514

David Travis Miller
1088 Black Walnut Trail
Pensacola, Florida 32514

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as incorporators have executed the foregoing Articles of Incorporation on this 13th day of August, 2003.

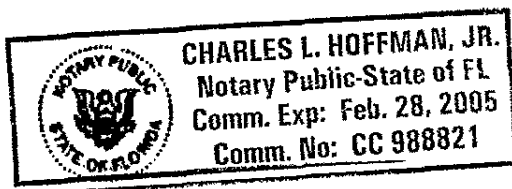
13 Bortolo
Evandro Bortolo Machado

David Travis Miller
David Travis Miller

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing articles of incorporation were acknowledged before me by Evandro Bortolo Machado and David Travis Miller who are personally known to me or who produced _____ as identification on this 13th day of August, 2003.

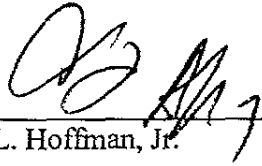
[Signature]
Signature of Notary Public



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Bortolo Art Company at the place designated in the Articles of Incorporation, I agree to act in this capacity and agree to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: August 13, 2003



Charles L. Hoffman, Jr.

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