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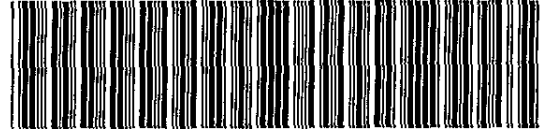
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2003 AUG 28 PM 3:24
STATE
ALABAMA SEF FLORIDA

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TRANSMITTAL LETTER

2003 AUG 28 PM 3:24
TALLAHASSEE FLORIDA

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

SUBJECT: Cocoa Village Antique Mall, Incorporated

Enclosed please find Articles of Incorporation, together with one copy of same, and my check of \$78.75. Please file the articles, issue and return to me a certified copy of same and my charter.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,

FROM:
Sean J. Crawford
1202 Japonica Lane
Cocoa, Florida 32922
(321) 446-0596 cell
(321) 633-6837 house

ARTICLES OF INCORPORATION
OF
COCOA VILLAGE ANTIQUE MALL, INC.

2003 AUG 28 PM 3:24

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation shall be Cocoa Village Antique Mall, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSES

The purpose for which the corporation is organized is sell antiques, gifts and collectible items or transacting any or all-
lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares at \$.00 par value, common stock, which shall be designated "Common Shares". Seven (7) shares shall be issued initially.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the issued Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 105 Brevard Avenue, Cocoa, Florida 32922. and the name of the initial registered agent of this address is Sean Crawford.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) officers initially; the number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial officers of this corporation are:

President:	Sean J. Crawford 1202 Japonica Lane Cocoa, Florida 32922 446-0596	Treasurer: Myra Pope 881 Yorktowne Drive Rockledge, Florida 32955 (321) 632-1689
Directors:	Barbara S. Brock 135 Oakledge Drive Rockledge, Florida 32955	Karen S. Pinkney 3481 Craggy Bluff Place Merritt Island, Florida 32952
	Rosalba Naverez 4305 Randon Lane Cocoa, Florida 32926	Craig Yost 3165 North Atlantic Ave. A-201 Cocoa Beach, Fl 32931
	Lynita Seelie P. O. Box 320988 Cocoa Beach, Florida 32932—0988	

ARTICLE IX – INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is 105 Brevard Avenue, Cocoa, Florida 32922.

ARTICLE X – INCORPORATOR

The name and address of the person signing these articles is: Sean J. Crawford of 1202 Japonica Lane, Cocoa, Florida 32922 446-0596

ARTICLE XI- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE XII – CALLING OF SPECIAL MEETINGS

The Board of Directors of this Corporation may call special meetings of shareholders.

ARTICLE XIII – SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV – INDEMNIFICATION

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

ARTICLE XV – AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

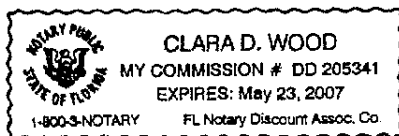
ARTICLE XVI – RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 23rd day of AUGUST, 2003.

STATE OF FLORIDA
COUNTY OF BREVARD

The forgoing Articles of Incorporation was acknowledged before me this 23rd day of
AUGUST, 2003, by Sean Crawford, who is personally known to me or who has produced
FLD/L C616-79067-224-0 as identification.



Clara D Wood
Notary Public, State of Florida

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 the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated: 8/23/03

Sean Crawford
INCORPORATOR/REGISTERED AGENT

FILED
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ALLAHASSEE FLORIDA