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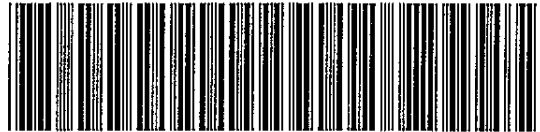
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EFFECTIVE DATE
12/22/2003

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TALLAHASSEE, FLORIDA

03 DEC 24 PM 1:26

FILED

**DAVID E. OLSON, P.A.
ATTORNEYS AND COUNSELORS AT LAW
4762 U. S. HIGHWAY 19
NEW PORT RICHEY, FLORIDA 34652**

DAVID E. OLSON

**TELEPHONE/FAX:
(727)849-1222
(727)938-2854**

overnight - Airborne

December 23, 2003

Secretary of State
Division of Corporations
Tallahassee, Florida 32304

Re: RUBY'S GIFT SHOP

Dear Sir or Madame:

Enclosed please find original and one (1) copy of the Articles of Incorporation of the above corporation, for incorporation under the laws of the State of Florida, as well as designation of Registered Agent. It is requested that the duplicate copy of the Articles of Incorporation be endorsed, certified and returned to our office. Corporate existence shall begin upon the signing of the articles.

Also enclosed please find our check in the amount of \$78.75, to cover the filing fee, certified copy fee, and registered agent designation.

Thank you.

Very truly yours,

DAVID E. OLSON, P.A.

David E. Olson

DAVID E. OLSON, ESQ. *dg*
DEO:lg
enc.

EFFECTIVE DATE
12/22/2003

FILED

**ARTICLES OF INCORPORATION
OF
RUBY'S GIFT SHOP, INC.**

03 DEC 24 PM 1:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE - NAME

The name of the corporation is RUBY'S GIFT SHOP, INC. The mailing address of the corporation is 9232 Golfview Drive, New Port Richey, Florida 34655.

ARTICLE TWO - TERM OF EXISTENCE

The duration of the corporation is perpetual. Corporate existence is to commence upon the signing of the Articles of Incorporation provided that the Articles are filed with the Secretary of State within five (5) days after signing.

ARTICLE THREE - NATURE OF BUSINESS

The general purposes for which this corporation is organized are:

To transact and engage in any activity or business permitted under the laws of the United States and the State of Florida, except that it is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit

society, state fair or exposition. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100). Such shares will be of a single class.

ARTICLE FIVE - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred (\$500.00) Dollars. Capital contributions shall be in cash or other equivalent property, but shall not include services.

ARTICLE SIX - ADDRESS

The street address of the initial registered office of the corporation is 9232 Golfview Drive, New Port Richey, Florida 34655, and the name of its initial registered agent is JAMES WHELAN. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE SEVEN - INITIAL DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is one(1). 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 (1).

ARTICLE EIGHT - DIRECTORS

The names and addresses of the persons who are to serve as a member of the initial Board of Directors and Officers of the corporation are as follows:

NAME	ADDRESS	OFFICE
JAMES WHELAN	9232 Golfview Dr. New Port Richey, Fl 34655	President Secretary/ Treasurer

ARTICLE NINE - INCORPORATOR

The names and addresses of the Incorporators signing these Articles of Incorporation is:

NAME	ADDRESS
JAMES WHELAN	9232 Golfview Dr. New Port Richey, Fl 34655

ARTICLE TEN - 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 Stockholder, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE ELEVEN - PERSONAL LIABILITY

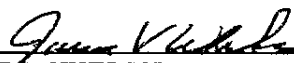
To the fullest extent permitted by Florida law, no Director or

Officer of the Corporation shall be personally liable to the Corporation for money damages. The foregoing shall not limit the personal liability of any Director or Officer of the corporation to the corporation for receipt of an improper benefit or for action or a failure to act that was a result of active and deliberate dishonesty.

ARTICLE TWELVE - BY-LAWS

The power to make By-Laws of and for the corporation shall be vested in the Board of Directors.

I, the undersigned, being the original Incorporator to the capital stock hereinbefore described, for the purpose of forming a corporation for profit under the laws of the State of Florida, do hereby make and file this certificate, hereby declaring and certifying that the facts contained therein are true and we have hereunto set our hands and seals this 22 day of Dec, 2003.



JAMES WHELAN

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to take acknowledgments, JAMES WHELAN, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed such instrument. JAMES WHELAN() is known to me

personally or (/) has produced driver license as identification.

WITNESS my hand and official seal in the County and State named above this 22 day of December, 2003.

Lynn M. Gable
Notary Public, State of Florida at Large
(NOTARIAL SEAL)

My Commission Expires:



Lynn M. Gable
Commission # CG 912415
Expires March 10, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Lynn M. Gable
Commission # CG 912415
Expires March 10, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

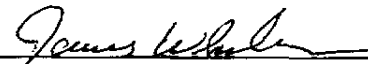
First that RUBY'S GIFT SHOP, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of New Port Richey, Florida, has named

**JAMES WHELAN
9232 Golfview Drive
New Port Richey, Florida 34655**

as agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



JAMES WHELAN

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