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## THE LAW PRACTICE OF JAMES H. TIPLER

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


Re: Sewing by Ruth Barnhill, Inc.

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation for the above-referenced entity along with our firm check in the amount of \$78.75. Please return the certified copy of the Articles of Incorporation to me in the enclosed, postage prepaid, pre-addressed envelope.

Please contact me if you have any questions.

Sincerely Yours,

  
James H. Tipler  
/kjb

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JAMES HARVEY TIPLER. Education: Yale University (B.A. *summa cum laude*, 1973), *Phi Beta Kappa*; Stanford Law School (J.D. 1977). Practice privileges: State Bars of Florida and California; United States District Courts for the Southern, Middle, and Northern Districts of Florida and the Central and Northern Districts of California; United States Courts of Appeal for the Fifth and Eleventh Circuits; The Supreme Court of the United States.

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## Articles of Incorporation

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is Sewing by Ruth Barnhill, Inc.

2. **Initial Directors.** The name and address of the original director is:

Ruth Barnhill, President, Secretary-Treasurer  
1365 John Riley Barnhill Road  
Baker, FL 32531

3. **Initial Registered Office and Agent.** The name and street address of the initial registered agent of the corporation is:

James Harvey Tipler  
4460 Legendary Drive, Suite 190  
Destin, FL 34541

4. **Incorporators.** The name and address of the Incorporator is

Ruth Barnhill  
1365 John Riley Barnhill Road  
Baker, FL 32531

5. **Principal Office/Mailing Address.** The principal office/ mailing address of the corporation is:

Sewing by Ruth Barnhill, Inc.  
1365 John Riley Barnhill Road  
Baker, FL 32531

6. **Shares.** The corporation is authorized to issue twenty thousand (20,000) shares, all of one class, at One Dollars (\$1.00) par value.

7. **Shareholder Quorum and Voting.** At least 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 one hundred percent (100%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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8. **Pre-emptive Rights.** Each shareholders of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he/she holds at the time of issue bears to the total number of share by any shareholder who does not exercise it and pay for the share pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

9. **Greater Voting Requirements for Shareholders.** The affirmative vote of seventy-five percent (75%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: mergers, sale of assets and dissolution.

10. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote, unless there shall be more than two (2) directors, in which case any above-described alterations shall be effective by a majority vote.

11. **Director Quorum and Voting.** Both directors shall be required to constitute a quorum for a meeting of the directors of this corporation, unless there shall be more than two directors, in which case a quorum shall constitute of a majority of the directors. If a quorum is present, the affirmative vote of both directors present shall be the act of the Board of Directors, unless there shall be more than two directors, in which case a majority vote shall be the act of the Board of Directors.

12. **Meetings by Conference Telephone.** Members of the Board of Directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

13. **Informal Action of Directors and Shareholders.** If the required number of directors/shareholders consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

14. **Indemnification.** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws

of this corporation.

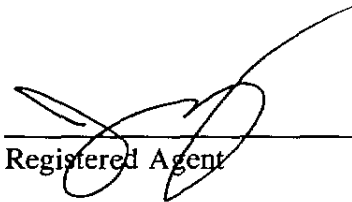
15. **Directors' Authority to Fix Compensation.** The Directors shall have authority to fix the officers' compensation.

16. **Voting Lists.** The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of each shareholder and the number and class and series, if any, of shares held by each. Such list shall be kept on file at the registered office of the corporation, or at the office of the transfer agent or registrar of the corporation for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14 day of January, 2004.

  
Incorporator

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Registered Agent

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