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07-19-04
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Ourednik

Law Offices, P.A.

Karel Ourednik IV

July 14, 2004

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

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for My Brother's Keeper Thrift Store, Inc. and a check for \$70.00. Please file the Articles and send us a receipt and confirmation that they were filed. Feel free to contact us with any questions.

Very truly yours,



Karel Ourednik IV, Esquire

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
MY BROTHER'S KEEPER THRIFT STORE, INC.

In compliance with the requirements of Florida Statutes Chapters 607, the undersigned, being a natural person, does hereby act as Incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

Name. The name of the corporation is My Brother's Keeper Thrift Store, Inc. (Hereinafter referred to as the "Corporation.")

ARTICLE II

Address. The street address of the principal office of the Corporation is 4225 Clinton Avenue, Jacksonville, Florida 32207.

ARTICLE III

Duration. The Corporation shall have a perpetual existence commencing on the date of the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE IV

Purpose. The Corporation is authorized to transact any lawful business for which corporations may be formed under Chapter 607, Florida Statutes.

ARTICLE V

Capital stock. The Corporation is authorized to issue 1000 shares of common stock with a par value of (\$0.01) per share which shall be designated "Common Shares."

ARTICLE VI

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

ARTICLE VII

Initial Registered Agent and Office. The initial street address of the Corporation's registered office is 4925 Beach Boulevard, Jacksonville, FL 32207.

The initial registered agent for the Corporation at that address is: Karel Ourednik IV, Esquire, Ourednik Law Offices, P.A.

ARTICLE VIII

Directors. The initial board of directors shall consist of two members. The number of directors may be increased or diminished from time to time by the Bylaws, but it shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

MELINDA L. RHEAUME
628 16TH Avenue South
Jacksonville Beach, Florida 32250

MARK A. RHEAUME
628 16TH Avenue South
Jacksonville Beach, Florida 32250

ARTICLE IX

Preemptive Rights. Every shareholder, upon the sale of any new stock of the Corporation of the same kind, class or series as that which a shareholder already holds, shall have the right to purchase a prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

No Cumulative Voting. At each election for directors every shareholder is entitled to one vote for each share of stock held and cumulative voting shall not be permitted.

ARTICLE XI

Special Meetings. Special meetings of shareholders may be called by the Board of Directors or holders of record of ten (10) percent or more of the outstanding shares of stock.

ARTICLE XII

Shareholder Quorum and Voting. Fifty-one (51) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

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

ARTICLE XIII

Powers. This Corporation shall have all the corporate powers enumerated in the Florida Corporation Act, including the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XIV

Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Directors. Any two or more offices may be held by the same person.

President, Treasurer, Secretary and Director: Melinda L. Rheume

Vice President and Director: Mark A. Rheume

ARTICLE XV

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

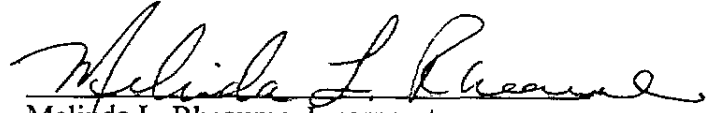
ARTICLE XVI

Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVII

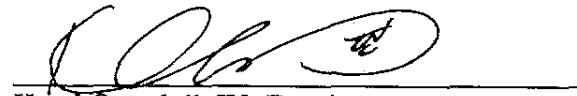
Incorporator. The name and address of the person signing these Article of Incorporation is Melinda L. Rheume, 4225 Clinton Avenue, Jacksonville, Florida 32207.

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


Melinda L. Rheame, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for My Brother's Keeper Thrift Store, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant F.S. 607.0501(3).


Karel Ourednik IV, Esquire
Registered Agent