

P04000147287

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900041772279

10/25/04--01028--025 **78.75

EFFECTIVE DATE
10-30-04

04 OCT 25 AM 9:37

FILED
SECRETARY
DIVISION

DB 10/37

LABOR & EMPLOYMENT
CIVIL RIGHTS
GOVERNMENT LAW

ROBERT G. WALKER, P.A.
ATTORNEY AT LAW
1421 COURT STREET, STE. F
CLEARWATER, FLORIDA 33756-6147
TELEPHONE (813) 442-8683
FAX (813) 441-1895
E-MAIL: WALKERLAWS@AOL.COM

ROBERT G. WALKER, ESQ.
CERTIFIED MEDIATOR (06302R)
DENISE MILLER, PARALEGAL

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

October 22, 2004

Re: Fluffy Puppies, Inc.,

To whom it may concern:

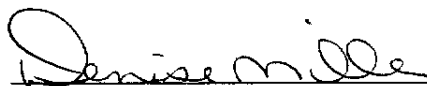
Enclosed is the original and one copy of the Articles of Incorporation for the above named Corporation. Please file the original in your offices and certify and return the copy to me at the above address.

I have enclosed a check in the amount of \$78.75, covering:

Filing fee
Certificate designating registered agent
Certified copy

If you have any questions, or need anything further, please do not hesitate to contact me.

Very truly yours,



Denise Miller, Legal Assistant to
Robert G. Walker, Jr.
Attorney at Law

cc: File

RGW/dm/Incorp/Megesi/lsecstat.01

**ARTICLES OF INCORPORATION
OF
FLUFFY PUPPIES, INC.**

SECRET, FILED
DIVISION OF
04 OCT 25 AM 9:37

EFFECTIVE DATE
10-30-04

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I — Name

The name of this corporation is FLUFFY PUPPIES, INC.

ARTICLE II — Commencement and Duration

The corporation is to commence its corporate existence ten (10) days from the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III — Purpose

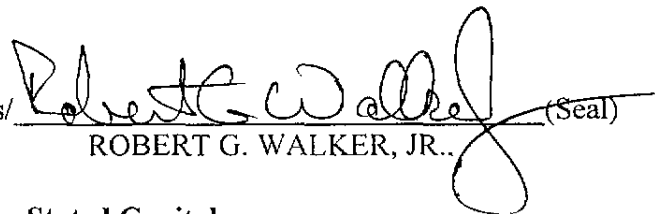
The corporation is organized for the purpose of transacting any and all lawful business which includes selling, marketing and promoting various types of art, novelties, clothing and dog-related objects.

ARTICLE IV — ADDRESS

The initial street address of the principal office of this corporation is 1421 Court Street, Suite F, Clearwater, Florida 33756

ARTICLE V — REGISTERED AGENT

The undersigned, **ROBERT G. WALKER, JR.**, an individual resident of the State of Florida is hereby appointed, and by his signature does hereby state that he accepts the appointment as Registered Agent for this corporation. The address of said registered agent is 1421 Court Street, Suite F, Clearwater, FL 33756.

/s/  (Seal)
ROBERT G. WALKER, JR.

ARTICLE VI — Stated Capital

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

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed, or to be performed, for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE VII — Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have two directors initially, who shall be **ROBERT G. WALKER, JR.**, and **VIRGINIA ZIMMERMAN**.

The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation, although there shall never be less than one director. Cumulative voting shall be permitted by the bylaws.

The name and street address of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

<u>Name</u>	<u>Address</u>
ROBERT G. WALKER, JR., President	1421 Court Street, Suite F, Clearwater, Florida 33756
VIRGINIA ZIMMERMAN, Vice-President	1465 Orange Avenue, Belleair, FL 33756

Such initial director may succeed themselves as directors.

ARTICLE VIII — Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law. The

corporation shall hold harmless any such director whose actions are undertaken in good faith on behalf of the corporation and which are not malicious, outside the scope and course of employment, or evincing a willful and wanton disregard for the safety of persons or property.

ARTICLE IX — Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders.

X — RESTRAINT ON ALIENATION OF SHARES

The bylaws of the corporation shall provide for the restraint on alienation of shares so that any shareholder who desires to sell, pledge, give away or otherwise dispose of his or her shares must first offer the shares to the other shareholders in proportion to their then-existing holdings at a price to be determined by the directors or shareholders.

Furthermore, such bylaws shall contain the following provisions:

A. DECEASED SHAREHOLDERS

A provision shall be included to restrict alienation of shares of a deceased shareholder. The provision shall indicate that upon death of an unmarried shareholder the remaining shareholders shall have the same right to purchase, within a predetermined number of days of the death of said shareholder, the shares of the deceased shareholder as though an offer to sell had been made to them as in the case of a voluntary offer of sale.

Provision shall be made for the succession of a surviving spouse to the ownership of a shareholder's shares without fee or cost in the event of death of a shareholder. However, said shares may not be further transferred without the consent of the board of directors, it being the intent of the incorporators to keep the ownership of the corporation closely held.

B. PREEMPTIVE RIGHTS OF EXISTING SHAREHOLDERS

Existing shareholders shall have preemptive right to purchase any newly issued stock in proportion to their ownership of stock on the date of creation of the newly issued stock.

ARTICLE XI — Amendment

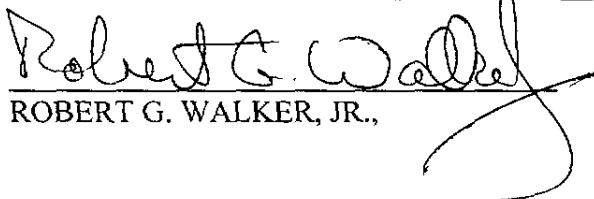
These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

ARTICLE XII

The name and street address of the Subscribers to these articles of incorporation are:

<u>Name</u>	<u>Address</u>
ROBERT G. WALKER, JR., President	1421 Court Street, Suite F, Clearwater, Florida 33756
VIRGINIA ZIMMERMAN, Vice-President	1465 Orange Avenue, Belleair, FL 33756


IN WITNESS WHEREOF, the undersigned, as the subscriber and incorporator, hereby executes these articles of incorporation this 20 day of October, 2004.

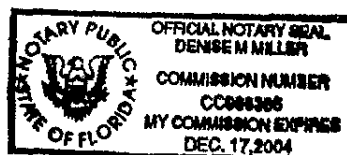

ROBERT G. WALKER, JR.,

STATE OF FLORIDA }
COUNTY OF PINELLAS

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ROBERT G. WALKER, JR., known to me and known by me to be the person who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed on the date last stated above.

WITNESS my hand and official seal this 20th day of October, 2004, at
Clearwater, Pinellas County, Florida.


NOTARY PUBLIC AT LARGE
My commission expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 OCT 25 AM 9:37