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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/15/04
JH

December 8, 2004

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Subject: *Shortcut Clothiers, Inc.*

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$78.75 in payment of the required filing fee, the fee for designation of registered agent, and the fee for a certified copy.

Alicia M. Rodites
1327 Glenwick Drive
Windermere, FL 34786
407-206-8470

**ARTICLES OF INCORPORATION
OF
SHORTCUT CLOTHIERS, INC.**

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under Chapter 621 of the Florida Statutes and applicable laws.

ARTICLE I NAME

The name of this Corporation is SHORTCUT CLOTHIERS, INC.

ARTICLE II PRINCIPAL OFFICE

The initial principal office of this Corporation is:
1327 Glenwick Drive
Windermere, FL 34786

ARTICLE III PURPOSE

The nature of the business to be transacted by this Corporation is online retail sales of clothing.

ARTICLE IV SHARES

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having no par value per share. Such common stock shall not be alienated nor redeemed by the Corporation except as specifically provided by the By-Laws of the Corporation.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

- A. The initial number of Directors of this Corporation shall be two (2).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation.
- C. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefore.
- D. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

Name

Nicholas J. Rodites, Jr.

Address

1327 Glenwick Drive
Windermere, FL 34786

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Alicia M. Rodites

1327 Glenwick Drive
Windermere, FL 34786

- E. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.
- F. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.
- G. The initial officers of the Corporation shall be:
President: Nicholas J. Rodites, Jr.
Secretary/Treasurer: Alicia M. Rodites
These officers may be removed or replaced by the Board of Directors in accordance with the Corporation's By-Laws.

ARTICLE VI REGISTERED AGENT

The street address and mailing address of the initial registered office of this Corporation is 1327 Glenwick Drive, Windermere, FL 34786, and the name of the initial registered agent of this Corporation at that address is Alicia M. Rodites.

ARTICLE VII INCORPORATOR

The name and street address of the Incorporator signing these Articles is:

Name

Alicia M. Rodites

Address

1327 Glenwick Drive
Windermere, FL 34786

ARTICLE VIII EFFECTIVE DATE

The effective date upon which this Corporation shall come into existence shall be January 1, 2005 and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE IX 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 Shareholders, and approved at a Shareholders' meeting by a majority of the stock issued and entitled to vote, unless all the directors and all the Shareholders sign a

written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation the 8th day of December, 2004.

Alicia M. Rodites
Alicia M. Rodites

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of Shortcut Clothiers, Inc.

Alicia M. Rodites
Alicia M. Rodites