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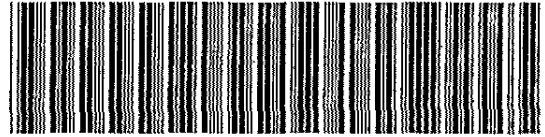
Certified Copies _____

Certificates of Status _____

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FILED
05 FEB 14 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02/01/05--01036--002 **87.50

21525

January 31, 2005

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

Dear Sir or Madam:

On behalf of the promoters of FAB Co., the following materials are enclosed for filing:

1. Articles of Incorporation of FAB Co.;
2. A check for \$87.50 as the filing fee, designation of registered agent fee, certified copy fee and Certificate of Status fee;
3. A self-addressed, stamped envelope in which the below-requested materials should be returned to my attention.

Please file the enclosed Articles of Incorporation and return them to my attention together with a certified copy of the Articles of Incorporation and a Certificate of Status for FAB Co. If you have any questions or comments, please do not hesitate to contact me, and thank you for your prompt attention.

Regards,



Frank A. Boullosa

Frank A. Boullosa
402 Hubert Avenue South
Tampa, FL 33609
Phone: (813) 636-9673
Cell: (813) 789-6060



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

RECEIVED

FEB 11 11:46

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

February 8, 2005

FRANK A. BOULLOSA
402 HUBERT AVE SOUTH
TAMPA, FL 33609

SUBJECT: FAB CO.
Ref. Number: W05000006545

We have received your document for FAB CO. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

* The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

Letter Number: 105A00008724

**ARTICLE OF INCORPORATION
OF
FAB PROPERTIES, INC.**

ARTICLE I

The name of the corporation shall be FAB Properties, Inc.

ARTICLE II

The duration of existence of FAB Properties, Inc. shall be perpetual.

ARTICLE III

The purpose for which this corporation is organized is to engage in any act, activity and/or business for which corporations may be organized under Florida law.

ARTICLE IV

The street and mailing address of the initial principal office is 402 Hubert Avenue South, Tampa, Florida 33609.

ARTICLE V

The corporation is authorized to issue an aggregate of 10,000 shares of \$0.01 par value common stock. The corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate and unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

ARTICLE VI

No shareholder of the corporation shall have, by reason of holding shares of any class of stock of the corporation, any preemptive or preferential right to purchase or subscribe for any shares (including treasury shares) of any class of stock of the corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other security convertible into or carrying options, warrants or rights to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any shares of such notes, debentures, bonds or other security would adversely affect the dividend or voting rights of any such shareholder, other than such rights, if any, as the Board of Directors, in its discretion, from time to time may grant, and at such price as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class of stock of this corporation or any notes, debentures, bonds or other securities convertible into or carrying options, warrants or rights to purchase shares of any class without offering any such shares of any class or such notes, debentures, bonds or other security either in whole or in part to the existing shareholders of any class.

ARTICLE VII

The name and address of the registered agent of FAB Properties, Inc. is Frank A. Boullosa, 402 Hubert Avenue South, Tampa, Florida 33609.

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05 FEB 14 AM 7:35
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TALLAHASSEE, FLORIDA

ARTICLE VIII

The number of directors constituting the initial Board of Directors, to serve until the first meeting shareholders, is three. The initial Board of Directors of FAB Properties, Inc. shall be comprised of the following individuals:

Frank A. Boullosa
402 Huber Avenue South
Tampa, FL 33609;

Alice M. Boullosa
402 Hubert Avenue South
Tampa, FL 33609; and

M. Wayne Patton
2816 Vine Street, Apt 245
Dallas, TX 75204.

ARTICLE IX

The directors of the corporation shall be exculpated to fullest extent permitted by the Florida Business Corporation Act. If the Florida Business Corporation Act is amended after approval by the shareholders of this Article to authorize corporate action further eliminating or limiting the liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended. No director shall be liable to the corporation except as required by the Florida Business Corporation Act.

ARTICLE X

The right to cumulate votes in the election of directors and/or cumulative voting by any shareholder is hereby expressly denied.

ARTICLE XI

The name and address of the incorporator of the corporation is as follows:

Frank A. Boullosa
402 Hubert Avenue South
Tampa, FL 33609

ARTICLE XII

The corporation will not commence business nor incur any indebtedness, except such as shall be incidental to its organization or to obtaining subscriptions to or payment for its shares, until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000), consisting of money, labor done or property actually received.

ARTICLE XIII

The corporation shall indemnify its officers and directors to the fullest extent provided by the Florida Business Corporation Act.

ARTICLE XIV

Any action required or permitted by the Florida Business Corporation Act to be taken at any annual or special meeting of the shareholders may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the actions taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

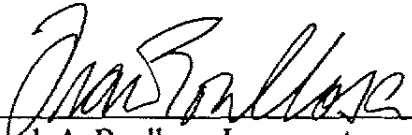
ARTICLE XV

Any action required or permitted by the Florida Business Corporation Act to be taken at a Board of Directors' meeting or committee meeting may be taken without a meeting if the action is taken by all members of the board or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member.


ARTICLE XVI

The corporation shall indemnify and hold the undersigned incorporator of the corporation harmless from and against any and all loss, cost, damage, expense (including, without limitation, attorneys' fees and expenses) or liability caused by, resulting from or arising out of any action taken or authorized by the incorporator of the corporation in respect of the incorporation and organization of the corporation in what he deemed to be in or not opposed to the best interests of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 31st day of January 2005.


Frank A. Boullosa, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Frank A. Boullosa, Registered Agent