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Isler, Sombathy & Sombathy

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Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.**

Custom Stitches of Florida, Inc.

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BAY COUNTY            }

**ARTICLES OF INCORPORATION  
OF  
CUSTOM STITCHES OF FLORIDA, INC.**

**KNOW ALL MEN BY THESE PRESENTS,**

That I, **REBECCA GEIER**, the undersigned incorporator, for the purpose of forming a business corporation pursuant to the provisions of the Florida Business Corporation Act, do hereby adopt these articles of incorporation, the same to constitute a charter for carrying on the business hereinafter specified.

**ARTICLE I**

**NAME OF THE CORPORATION:** The name of the corporation shall be **CUSTOM STITCHES OF FLORIDA, INC.**

**ARTICLE II**

**PURPOSES AND POWERS:** This corporation shall have the broad general powers set forth in Chapter 607.0302, Florida Statutes, and the nature of the business and the purposes for which this corporation is organized are:

(1) To engage in the business of owning and operating a retail store, and to engage in the business of custom stitching, monogramming, and engraving.

(2) To do all things necessary, desirable, or expedient in the operation, management, and conduct of the aforesaid business.

(3) To transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida as they may be amended from time to time.

**ARTICLE III**

**REGISTERED OFFICE AND AGENT:** The address of the initial registered office of the corporation shall be 504 Harrison Avenue, Panama City, Florida 32409, and the initial registered agent at such address shall be **REBECCA GEIER**.

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**ARTICLE IV**

**DURATION:** The duration of the corporation shall be perpetual unless the corporation is dissolved by law or otherwise terminated.

**ARTICLE V**

**SHARES:** The corporation is authorized to issue 1,000 shares of common stock having a par value of One Dollar (\$1.00) each.

**ARTICLE VI**

**(1) INCORPORATOR:** The name and address of the incorporator is as follows:

**NAME****ADDRESS**

Rebecca Geier

822 Wimbledon Drive  
Dothan, Alabama 36305

**(2) DIRECTORS:** The initial board of directors shall consist of one director, and such number thereafter as may be fixed by the bylaws. The name and address of the person who is to serve as director until the first meeting of the shareholders, or until her successors are elected and qualified, is as follows:

**NAME****ADDRESS**

Rebecca Geier

822 Wimbledon Drive  
Dothan, Alabama 36305**ARTICLE VII**

**PRINCIPAL OFFICE:** The principal place of business and mailing address of the corporation shall be 504 Harrison Avenue, Panama City, Florida 32409.

**ARTICLE VIII**

**EFFECTIVE DATE:** The effective date of incorporation under these Articles shall be the date of filing.

**ARTICLE IX**

**(1) VOTING:** At any meetings of the shareholders of the corporation, the shareholders of record shall be entitled to one vote for each share standing in their name. Shares may be voted by the shareholders either in person or by proxy.

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(2) **MANAGEMENT:** The business and affairs of the corporation shall be managed and conducted in accordance with the by-laws of the corporation.

(3) **SHARES NONASSESSABLE:** The shares of the corporation, when fully paid for in accordance with the subscription therefor, shall be fully paid and nonassessable; and in no case shall any shareholder be liable other than for the unpaid shares subscribed for by him.

(4) **LIEN ON SHARES:** The corporation shall have a lien on the shares of a shareholder for any debt or liability owed to it by him before a notice of transfer or levy on such shares is received by the corporation. The corporation shall have such rights with respect to this lien as are conferred by the laws of the State of Florida.

(5) **AMENDMENTS:** The corporation reserves the right to amend any provision of these articles of incorporation in the manner provided by law; and all rights conferred upon the officers, directors, and shareholders of the corporation are granted subject to this reservation.

IN WITNESS WHEREOF, I, the said incorporator, have hereunto set my hand on this the 25<sup>th</sup> day of April, 2005.

  
REBECCA GEIER, Incorporator

***Prepared by:***

Benjamin S. Armstrong  
Attorney At Law  
Post Office Box 5612  
Dothan, Alabama 36302

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section of 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **CUSTOM STITCHES OF FLORIDA, INC.**
2. The name and address of the registered agent and office is:

Rebecca Geier

504 Harrison Avenue  
Panama City, Florida 32409

CUSTOM STITCHES OF FLORIDA, INC.

BY: Rebecca Geier  
**REBECCA GEIER**  
Its President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Date:** April 25, 2005.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

**Dated** this the 25<sup>th</sup> day of April, 2005.

Rebecca L Geier  
**REBECCA GEIER**

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