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SAXON GILMORE

NO 7 24 P. 1/6 1 of 1

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FLORIDA PROFIT CORPORATION OR P.A.

WALL ART GALLERY, INC.

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SAXON GILMORE

NO. 7124 P. 2/6

**ARTICLES OF INCORPORATION** ((H05000107442 3)))

**OF**

**WALL ART GALLERY, INC.**

The undersigned hereby acts as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is Wall Art Gallery, Inc., (hereinafter called the "Corporation").

**ARTICLE II**

**PURPOSE**

The purpose and general nature of the Corporation's business and objects to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, including by not limited to:

(a) To such extent as a corporation organized under the laws of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all

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things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor;

(b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise, and other personal property of every class and description whatsoever;

(c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business of which may seem capable of being dealt with profitably in connection with any of the said business;

(d) To purchase, hold, sell, improve, and lease real estate, and to mortgage and encumber the same and to erect, manage, care for and maintain buildings thereon. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters of patent of the United States, or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the Corporation or other corporation in which the Corporation may have an interest as a stockholder or otherwise;

(e) To hold, purchase or otherwise acquire or be interested in, to sell, assign, pledge, or otherwise dispose of capital stock, bonds, or other evidences of debt issued or created by any other corporation, whether foreign or domestic or whether now or hereafter organized and while the holder of such shares of stock to exercise all the rights and privileges of ownership, including the right to

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((H05000107442 3)))

vote thereon, to the same extent as a natural person might or could do, and, subject to the provisions of law, to purchase or otherwise acquire, hold and reissue the shares of its own capital stock; and

(f) In general, to have and exercise any other powers conferred by the laws of the State of Florida, upon corporations generally, it being hereby expressly provided that the foregoing enumeration of specified powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

### ARTICLE III

#### AUTHORIZED STOCK

1. The Corporation shall be authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock with a par value of One Dollar (\$1.00) per share. The Corporation shall not have the authority to issue shares in series.

2. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation fixed by the Board of Directors.

3. Property or labor may also be purchased with the capital stock of this Corporation at such valuation as may be fixed by the Board of Directors.

### ARTICLE IV

#### BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person, who need not be a Stockholder. The number of Directors may be increased

((H05000107442 3)))

((H05000107442 3)))

or decreased from time to time by amendments to the By-Laws adopted by the Stockholders, but shall never be less than one (1) person and none of the Directors need be Stockholders. The initial number of Directors shall be two (2).

#### ARTICLE V

##### INITIAL DIRECTORS

The names and addresses of the first Board of Directors of the Corporation, who, subject to the provisions of these Articles of Incorporation and By-Laws and the laws of the State of Florida, shall hold office for the first year, or until their successors are elected and have qualified to serve as Directors, are as follows:

Armand Gilanyi  
3419 Sea Marsh Road  
Fernandina Beach, FL 32034

Gay Culvershouse  
3419 Sea Marsh Road  
Fernandina Beach, FL 32034

#### ARTICLE VI

##### INITIAL OFFICERS

The business of the Corporation shall be conducted by such officers and assistance officers as may be deemed appropriate by the Board of Directors at such time and in such manner as may be prescribed by the By-Laws. The names and addresses of the initial Officers are as follows:

President: Armand Gilanyi  
3419 Sea Marsh Road  
Fernandina Beach, FL 32034

Secretary: Gay Culverhouse  
3419 Sea Marsh Road  
Fernandina Beach, FL 32034

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**ARTICLE VII****PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business of the Corporation is to be located at 3419 Sea Marsh Road, Fernandina Beach, FL 32034, however, with the privilege of having branch offices or places of business in any place or places within or without the State of Florida. The registered agent the Corporation shall be, until otherwise designated, Bernice S. Saxon, whose address is Saxon of Saxon, Gilmore, Carraway, Gibbons, Lash & Wilcox, P.A., 201 E. Kennedy Blvd., Suite 600, Tampa, FL 33602.

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator of the Corporation is Bernice S. Saxon of Saxon, Gilmore, Carraway, Gibbons, Lash & Wilcox, P.A., whose address is 201 E. Kennedy Blvd., Suite 600, Tampa, FL 33602.

  
Bernice S. Saxon, Incorporator

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation, I am familiar with the duties thereof and I hereby accept the appointment and agree to act in this capacity.

  
Bernice S. Saxon, Registered Agent

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