

P06000012444

Deborah S. Morse
416 Wildcat Run
West Palm Beach, FL 33412

(Address)

(City/State/Zip/Phone #)

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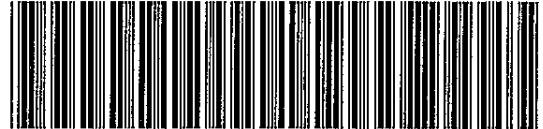
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ILLUSTRATION JAN 27 2006

ARTICLES OF INCORPORATION

OF

Exotic Pets & More, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation shall be:

Exotic Pets & More, Inc.

ARTICLE II - PRINCIPLE OFFICE

The principal office, principal place of business, and mailing address of this Corporation shall be:

**6116 Wildcat Run
West Palm Beach. FL 33412**

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - SHARES

1. The maximum number of shares for which the corporation shall have authority to issue is **one hundred (100)** shares of common stock, each having the par value of **one dollar (\$1.00)**.
2. All holders of shares of common stock shall be identical with each other in every respect, and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.
3. All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
4. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

5. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE V - OFFICERS

The officers of the Corporation shall be:

President:	Deborah S. Morse
Vice-President:	Sonya Hazard
Secretary:	Sonya Hazard
Treasurer:	Deborah S. Morse

whose addresses shall be the same as the principle office of the Corporation.

ARTICLE VI - DIRECTORS

The Director(s) of the Corporation shall be:

Deborah S. Morse
Sonya Hazard

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Deborah S. Morse
6116 Wildcat Run
West Palm Beach, FL 33412

ARTICLE VIII – REGISTERED AGENT

The name and address of the registered agent of this Corporation is:

Deborah S. Morse
6116 Wildcat Run
West Palm Beach, FL 33412

ARTICLE IX – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person or entity, whether or not the Corporation shall have notice thereof.

ARTICLE X – AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XI – BYLAWS

The power to adopt, amend, or repeal bylaws for the management of this Corporation shall be vested in the Board of Director(s) or the shareholder(s), but the Board of Director(s) may not amend or repeal any bylaw adopted by the shareholder(s) if the shareholder(s) specifically provide that such bylaw is not subject to amendment by the Board of Director(s).

ARTICLE XII – INDEMNIFICATION

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XIII – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

1. The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

2. After this Corporation has elected to be an S Corporation, the shareholders of this Corporation, shall not, without the written consent of all the shareholders of this Corporation, take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

3. Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE XIV – SHAREHOLDERS RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principle office of the Corporation.

ARTICLE XV – POWERS OF CORPORATION


The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XVI – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at West Palm Beach, Palm Beach County, Florida, this 17th day of January, 2006.


Deborah S. Morse, Incorporator

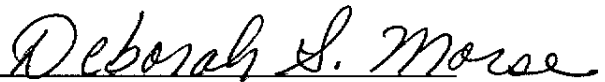
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Exotic Pets & More, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at West Palm Beach, County of Palm Beach, State of Florida, has named Deborah S. Morse, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further state I am familiar with §607.0501, Florida Statutes.


Deborah S. Morse

DATED: January 17th, 2006