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CRARY, BUCHANAN

FEB 15 2006

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**The Madison Avenue Collection, Inc.**

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FAX AUDIT NUMBER: H060000428223

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**ARTICLES OF INCORPORATION**

**OF**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**THE MADISON AVENUE COLLECTION, INC.**

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

**ARTICLE I  
NAME**

The name of this corporation shall be: **THE MADISON AVENUE COLLECTION, INC.**

**ARTICLE II  
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III  
NATURE OF BUSINESS**

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be: to manufacture, distribute and sell candles and related products and to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

Prepared by:  
Lawrence E. Crary III, Esquire  
555 Colorado Avenue  
Stuart, Florida 34994  
(772) 287-2600  
Fla. Bar No.: 250414

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**ARTICLE IV  
AUTHORIZED SHARES**

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.

B. Initial Issue. One Thousand (1,000) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One (\$1.00) Dollar per share.

C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

D. Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

E. No classes of stock. The shares of the corporation are not to be divided into classes.

F. No share in series. The corporation is not authorized to issue shares in series.

**ARTICLE V  
MAILING AND PRINCIPAL ADDRESS**

The mailing and principal address of the Corporation is: 2319 NE Dixie Highway, Jensen Beach, Florida 34957.

**ARTICLE VI  
REGISTERED AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

Lawrence E. Crary III	555 Colorado Avenue, Suite 1
	Stuart, Florida 34994

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two (2) member(s). Directors need not be residents of the State of Florida.

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**ARTICLE VIII**  
**NAMES AND ADDRESSES OF INITIAL DIRECTORS**

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, and until their successors shall have been elected and qualified, are as follows:

Deborah Stober	2319 NE Dixie Highway Jensen Beach, Florida 34957
Eric Boyd	2319 NE Dixie Highway Jensen Beach, Florida 34957

**ARTICLE IX**  
**INCORPORATORS**

The names and addresses of the initial incorporators are as follows:

Deborah Stober	2319 NE Dixie Highway Jensen Beach, Florida 34957
Eric Boyd	2319 NE Dixie Highway Jensen Beach, Florida 34957

**ARTICLE X**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment to these Articles of Incorporation shall require the approval by the Board of Directors, whereupon it shall be proposed by the Board to the Stockholders, and, for adoption, shall require the approval at a Stockholder's meeting by a majority of the stock entitled to vote thereon; unless all the Directors and all the Stockholders sign a written statement adopting the proposed Amendment to these Articles of Incorporation.

**ARTICLE XI**  
**BYLAWS**

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Directors of the corporation at a regular or special meeting of The Board of Directors.

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FAX AUDIT NUMBER: H060000428223**ARTICLE XII  
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Martin County, Florida, this 2-16 day of February, 2006.

Deborah Stober  
Deborah Stober

Eric Boyd  
Eric Boyd

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of February, 2006, by DEBORAH STÖBER and ERIC BOYD, (PLEASE CHECK ONE OF THE FOLLOWING) ☐ who are personally known to me or ☒ who have produced Florida Driver's License (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) ☐ did or ☐ did not take an oath. They subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

Mary Lee Liggett  
(Print Name)  
NOTARY PUBLIC  
My Commission Expires:

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CRARY BUCHANAN

NO. 8404 P. 6

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**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated on the above Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.

  
Lawrence E. Crary III  
Registered Agent

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