

P06000036290

WALDENSE D. MAHUF

(Requestor's Name)

700 DELAWARE AVE

(Address)

PALM HARBOR, FL.

(Address)

34483

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

ATTORNEY

(Business Entity Name)

TEL: (227) 784-1116

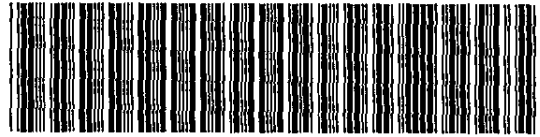
(Document Number)

FAX

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700066869877

03/13/06--01012--003 \*\*78.75

RECEIVED  
TALLAHASSEE, FLORIDA

06 MAR 13 PM 12:37

RECEIVED  
TALLAHASSEE, FLORIDA

06 MAR 13 PM 12:21

RECEIVED

T. Hampton MAR 13 2006

**ARTICLES OF INCORPORATION**

of

06 MAR 13 PM 12:38

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

the undersigned, do hereby associate . for the purpose of forming and becoming a corporation for profit, under the laws of the State of Florida, and do hereby certify that they have become such corporation under and pursuant to the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation is: *TOP CHOICE UPHOLSTERY, INC.*  
located at

*2770 ROOSEVELT BLVD. APT. #1451 TEL: (727) 479-4977*  
*CLEARWATER, FL.,* **ARTICLE II - NATURE OF BUSINESS**  
*33762*

The general nature of the business to be transacted by this corporation is as follows:

1. To engage in the business to lease, rent, mortgage, buy and sell aircraft, in accordance with FAA Regulations, *INCLUDING MOTOR VEHICLES, ENGAGE IN ALL RELATED UPHOLSTERY WORK REFURBISHING, REPAIRING, RESTORING MOTOR VEHICLES, BOATS, AIRCRAFT AND FURNITURE.*
2. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, rent or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
4. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

Waldense D. Malouf, Esq.  
700 Delaware Ave.  
Palm Harbor, FL 34683

5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

6. To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.

7. To buy and sell all kinds of property, both real and personal, to borrow money, issue promissory notes and other evidence of indebtedness. To own, buy, mortgage, sell or otherwise dispose of and to deal in with property of all kinds, as well as capital stock and shares of this corporation and that of other corporations, and to vote any share of such other corporations as may be owned by it, the same as a natural person might do, and to enter into such agreements, contracts, and stipulations and to make such arrangements as may be or seem necessary to carry out the same and to attain the objects and purposes herein expressed and intended; and to contract any further and other business necessarily connected with the purpose of this corporation, or calculated to facilitate the same.

8. To become a member of and enter into any partnership or agreement for sharing profits with any person, firm or corporation.

9. To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restrictions as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

10. To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, otherwise alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as herein above set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article in this certificate, but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers. Upon incorporation, compliance will be made to Internal Revenue Code of 1954, Sec. 1244, and compliance with the sub-chapter S Section of the U. S. IRS Code as amended.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

75,000 Shares at a par value of 10 cents per share,

50,000 Shares shall issue, and the remaining

25,000 Shares shall remain authorized but unissued, for expansion purposes until further action by the Board of Directors and Stockholders

*OF THE 50,000 SHARES*  
*FORTY-NINE %* of the shares shall be owned by *TERRY BLAKE NOWOSIELSKI*  
*FORTY-NINE %* OF THE SHARES SHALL BE OWNED BY *BRANDON DALE GALEK*  
*TWO %* OF THE SHARES SHALL BE OWNED BY *MATTHEW H. MALOUF*

Waldense D. Malouf, Esq.  
700 Delaware Ave.  
Palm Harbor, FL 34683

#### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$1,000.00 and will be based at *ST. PETERSBURG - CLEARWATER INTERNATIONAL AIRPORT  
14421 AIRPORT PARKWAY, CLEARWATER, FL. 33762  
TEL: (727) 530-3695*

#### ARTICLE V - EFFECTIVE DATE

The effective date of this corporation shall be APRIL 1, 2006

#### ARTICLE VI - TERMS OF EXISTENCE

The term for which this corporation is to exist shall be perpetual, unless sooner dissolved pursuant to law.

#### ARTICLE VII - ADDRESS

The principal office of this corporation shall be and is located at  
*2770 ROOSEVELT BLVD. APT. #1451  
CLEARWATER, FL. 33762 TEL: (727) 479-4977*

Said corporation, however, may establish branch offices in any other place or places, and may change the place of the principal office as and when it is deemed advisable by the Board of Directors.

The post office address of the principal office of this corporation is  
*14421 AIRPORT PARKWAY, CLEARWATER, FL. 33762*

#### ARTICLE VIII - DIRECTORS

This corporation shall have 3 director initially. The number of directors may be increased or diminished from time to time, by the bylaws adopted by the stockholders.

#### ARTICLE IX - INITIAL DIRECTORS

The names and post office address of the member of the first Board of Directors is:

*TERRY BLAKE NOWOSIELSKI President/Secretary  
BRANDON DALE GALEK TREASURER AND VICE PRESIDENT  
14421 AIRPORT PARKWAY CLEARWATER, FL. 33762  
MATTHEW H. MALOUF DIRECTOR*

## ARTICLE X - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and hold and the value of the consideration thereof are:

|  | <u>Shares</u> | <u>Value</u>      |
|--|---------------|-------------------|
| TERRY NOWOSIELSKI<br>14421 AIRPORT PARKWAY<br>CLEARWATER, FL. 33762  | 24,000        | 240 <sup>00</sup> |
| BRANDON DALE GALEK<br>14421 AIRPORT PARKWAY<br>CLEARWATER, FL. 33762 | 24,000        | 240 <sup>00</sup> |
| MATTHEW H. MALOUF  | 2,000         | 200 <sup>00</sup> |

## ARTICLE XI - OFFICERS

The name of the officer <sup>(5)</sup> who is to serve until the first election next following the filing of these Articles of Incorporation are as follows:

|                         |                        |
|-------------------------|------------------------|
| TERRY BLAKE NOWOSIELSKI | President/Secretary:   |
| BRANDON DALE GALEK      | VICE PRES. / TREASURER |

## ARTICLE XII - REGISTERED AGENT

The Registered Agent of the above corporation shall be

BRANDON DALE GALEK  
2770 ROOSEVELT BLVD. APT. 1451  
CLEARWATER, FL. 33762

TEL: (727) 479-4977

## ARTICLE XIII - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended from time to time at any regular meeting of the Board of Directors by a two-thirds vote of the members present and voting, providing notice of the proposed amendment has been given at the previous meeting.

## ARTICLE XIV - BYLAWS

The Bylaws of this corporation may be made, altered or rescinded from time to time at any regular meeting of the Board of Directors by a two-thirds vote of the members present and voting, provided notice of the proposed amendment has been given at the previous meeting.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals, this 11<sup>TH</sup> day of MARCH, 2006 for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary these Articles of Incorporation, and certify that the facts herein stated are true.

William M. Swefful  
Witness

Anthony B. Mancini  
President  
Brandon D. Gullak  
Vice President, Treasurer

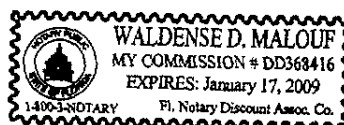
Janette Malouf  
Witness

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, personally appeared TERRY B. NOWOSIELSKI to me well known, or who has produced N.C. DL TERRY B. NOWOSIELSKI BRANDON D. GULLAK for identification, and known to me to be the individual<sup>s</sup> described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he<sup>y</sup> executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 11<sup>TH</sup> day of MARCH, 2006

Waldense D. Malouf  
Notary Public  
My Commission Expires: Jan. 17, 2009



Waldense D. Malouf, Esq.  
700 Delaware Ave.  
Palm Harbor, FL. 34683  
(727) 784-1116

**STATE OF FLORIDA**

**DEPARTMENT OF STATE**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS**

The following is submitted, in compliance with Chapter 48.09,  
Florida Statutes:

a corporation organized under the laws of  
the State of Florida with its principal office at (address) has named (name  
of agent) located at (address) as its agent to accept service of process  
within this State.

**OFFICERS**

**ACCEPTANCE**

I AGREE AS RESIDENT AGENT to accept Service of Process;  
to keep the office open during prescribed hours; to post my name in some  
conspicuous place in the office as required by law.

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

BEFORE ME, personally appeared to me well known  
and known to me to be the individual described in and who executed the  
foregoing Certificate of Resident Agent, and acknowledged before me that  
she executed the same for the purpose therein expressed.

WITNESS my hand and official seal this \_\_\_\_\_ day of \_\_\_\_\_.



STATE OF FLORIDA

DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS

The following is submitted, in compliance with Chapter 48.091 Florida Statutes: *TOP CHOICE UPHOLSTERY, INC.*  
*2770 ROOSEVELT BLVD. APT. #1451*  
*CLEARWATER, FL. 33762*

a corporation organized under the laws of the State of Florida with its principal office at (address) has named (name of agent) located at (address) as its agent to accept service of process within this State. *BRANDON DALE GALEK*  
*2770 ROOSEVELT BLVD. APT. #1451, CLEARWATER, FL. 33762*

OFFICERS

*TERRY BLAKE NOWOSIELSKI* PRES./SECRETARY  
*BRANDON DALE GALEK* VICE PRES./TREASURER

ACCEPTANCE

I AGREE AS RESIDENT AGENT to accept Service of Process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.

*Brandon Dale Galek*

BRANDON DALE GALEK

STATE OF FLORIDA

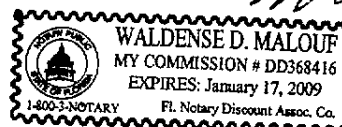
COUNTY OF PINELLAS

BEFORE ME, personally appeared *BRANDON DALE GALEK* to me well known

and known to me to be the individual described in and who executed the

foregoing Certificate of Resident Agent, and acknowledged before me that she executed the same for the purpose therein expressed.

WITNESS my hand and official seal this *11<sup>TH</sup>* day of *MARCH, 2006*



*Waldense D. Malouf*  
my Comm. Expires *1/17/09*  
Waldense D. Malouf, Esq.  
700 Delaware Ave.  
Palm Harbor, FL. 34683  
*(227) 784-1116*