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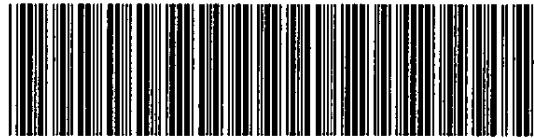
(Business Entity Name)

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FILED  
2006 MAY 24 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch MAY 25 2006

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: FIRST IMAGE MARKETING, ADVERTISING AND PUBLISHING,  
INC.**

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 (Filing Fee, Certified Copy and Certificate).

**FROM: Kimberly J. Sizemore  
101 NW 9<sup>th</sup> Terrace  
Cape Coral, Florida 33993**

# **ARTICLES OF INCORPORATION**

## **FIRST IMAGE MARKETING, ADVERTISING AND PUBLISHING, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

### **ARTICLE I NAME**

The name of the corporation shall be "First Image Marketing, Advertising, and Publishing, Inc."

### **ARTICLE II PRINCIPLE OFFICE**

The principle place of business and mailing address of this corporation shall be:

101 NW 9<sup>th</sup> Terrace  
Cape Coral, Florida 33993

### **ARTICLE III PURPOSE(S)**

The purposes for which the corporation organized is to engage in any activity or business permitted under the laws of the State of Florida and of the United States including but not limited to:

- To provide marketing, advertising, and publishing, throughout Florida, United State, and Worldwide
- To do such other things as are allowable under the State of Florida Corporate Law Statute.

### **ARTICLE IV TERM OF EXISTENCE**

The corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 MAY 24 PM 3:18

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## **ARTICLE V STOCKS**

The number of shares that this corporation is authorized to have is 100 shares at \$1.00 par value.

## **ARTICLE V DIRECTORS**

The corporation's Board of Directors shall manage the business of the corporation. The maximum number of directors may be increased or diminished from time to time by amendment to the Bylaws in accordance therewith, but shall never be less than one (1).

Initially the President shall serve for three years, the Vice President for two years, and the Secretary and Treasurer for one year. After the first year, annual elections shall be held and all Directors shall serve a three year term. The original Directors and terms for which each will serve are set forth below:

<b><u>NAME</u></b>	<b><u>OFFICE</u></b>	<b><u>ADDRESS</u></b>	<b><u>TERM</u></b>
1. Kimberly J. Sizemore	President	101 NW 9 <sup>th</sup> Terrace Cape Coral, FL 33993	3 years
2. Darryl Sizemore	Vice Pres.	101 NW 9 <sup>th</sup> Terrace Cape Coral, FL 33993	2 years
3. Helen M. Finch	Sec/Treas.	3575 Julie Drive Franklin, OH 45005	1 year

## **ARTICLE VI OFFICERS**

The Officers of the Corporation, as provided by the Bylaws of the Corporation shall be elected by the Directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The initial Officers are listed below. The Directors shall elect the regular Officers of the Corporation at the annual meeting for the term of three (3) years.

President	Kimberly J. Sizemore
Vice President	Darryl Sizemore
Secretary/Treasurer	Helen M. Finch

## **ARTICLE VII BYLAWS**

The Bylaws of the Corporation may be adopted by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

## **ARTICLE VIII MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special, regular and annual meetings of the Board of Directors by means of conference telephone, virtual conference by computer, or similar communications equipment where all parties may be present in the hearing of one another, or as otherwise provided by law.

## **ARTICLE IX INDEMNIFICATION**

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this corporation and pursuant to the provisions of the Florida Business Corporation Act as amended.

## **ARTICLE X AMENDMENT**

The Articles of Incorporation be amended upon a two-third's (2/3) vote of the Board of Directors, with the exception of amending the purpose, which requires One Hundred (100%) percent of the Board of Directors.

## **ARTICLE XI MEDIATION**

Any unresolved disputes on the Board of Directors or the Officers shall be resolved in the following manner: the unresolved dispute shall be submitted to mediation within 14 days and shall be mediated by another Certified Mediator. If the Directors or Officers cannot agree on the selection of a mediator, then each Director or Officer shall select a Certified Mediator, and from those chosen the Certified Mediators shall be narrowed down to two who shall co-mediate the dispute. The agreement reached shall have the force of a contract and be enforced in the same fashion as a decision made in any court having competent jurisdiction. The cost of mediation and all expenses associated therewith shall be assessed equally against the Director(s) and Officer(s).

**ARTICLE XII  
INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial Registered Agent and street address of the initial Registered Office in the State of Florida in **Kimberly J. Sizemore**, a resident of the State of Florida, 101 NW 9<sup>th</sup> Terrace, Cape Coral, Florida 33993, in Lee County. The Board of Directors may, from time to time, and without an amendment of these Articles, change the Registered Agent of the Corporation or move the Registered Office to any other address within the State of Florida.

**ARTICLE XIII  
EFFECTIVE DATE**

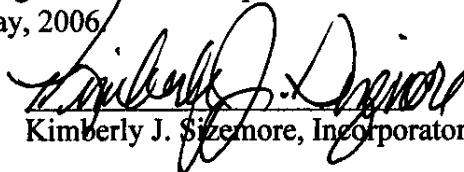
These Articles of Incorporation shall be effective upon filing.

**ARTICLE XIV  
INCORPORATION**

The name and street address of the incorporator to these Articles of Incorporation is:

Kimberly J. Sizemore  
101 NW 9<sup>th</sup> Terrace  
Cape Coral, Florida 33993

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 22<sup>nd</sup> day of May, 2006.

  
Kimberly J. Sizemore, Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT FO THE SERVICE OF PROCESS WITHIN FLORIDA**

To: The Department of State  
Tallahassee, Florida 32314

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

1. The name of the corporation is:

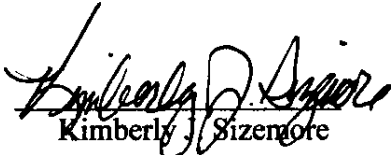
First Image Marketing, Advertising, and Publishing, Inc.

2. The name and address of the registered agent and office is (P.O. Box not acceptable):

Kimberly J. Sizemore  
101 NW 9<sup>th</sup> Terrace  
Cape Coral, FL 33993

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.

Signature:

  
Kimberly J. Sizemore

Date: 5-22-06