P0700100318				
(Requestor's Name) (Address)				
(Address) (City/State/Zip/Phone #)	700109185907			
(Business Entity Name)	, 09/18/0701023012 <b>*</b> *87.50			
(Document Number) Certified Copies Certificates of Status Special Instructions to Filing Officer:	ч.			
	APPROVED 07 SEP 25 PH 3: 26 SECRETINY OF STATE TALLAHASSEE, FLORIDA			
Office Use Only				
	W07-46342			

B. McKnight SEP 2 5 2007

# **COVER LETTER**

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

SUBJECT: (PROPOSED CORPORATE NAME - MUST **INCLUDE SUFFIX)** 

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

**Filing Fee** 

S78.75 Filing Fee & Certificate of Status

<b>\$78.75</b>	\$87.50
Filing Fee	Filing Fee,
& Certified Copy	Certified Copy
	& Certificate of
	Status
ADDITIONAL CO	PY REQUIRED
I	

VIGOR J. HAYES Name (Printed or typed) FROM: \_\_\_\_ 5811 NW 38th PLace Address Gainesville, FE 32606 City, State & Zip (352) 378 - 4934 Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE Division of Corporations

September 19, 2007

VICTOR J HAYES 5811 NW 38TH PLACE GAINESVILLE, FL 32606

SUBJECT: SPECIALFORTHEDAY.COM. INC. Ref. Number: W07000046342

We have received your document for SPECIALFORTHEDAY.COM. INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

The name designated in your document is unavailable because it is the same as a or not distinguishable from on existing entity. If the principals are the same in both entities, please send a letter or affidavit advising us of this association, along with your articles of incorporation so that we may complete the filing process.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight Document Specialist New Filing Section

Letter Number: 207A00055184

# **GENERAL AFFIDAVIT**

State of Florida County of Alachua

**BEFURE ME**, the undersigned Notary, <u>Montes R Carter</u> [name of Notary before whom affidavit is sworn], on this <u>24</u> [day of month] day of <u>September</u> [month]. 20<u>07</u>, personally appeared Victor J. Hayes [name of affiant] known to me to be a credible person and of lawful age, who being by me first duly sworn, on his oath, deposes and says:

That the principal listed in document TO1000001011 filed 09/27/2001 is the same individual acting as the initial incorporator for the Articles of Incorporation for SpecialfortheDay.Com, Inc. Please accept this affidavit as proof of that fact.

[set forth affiant's statement of facts]

l signature of affiant

<u>Victor J. Hayes</u> [typed / printed name of affiant]

5811 NW 38<sup>th</sup> Place, Gnville, FL., 32606 *[address of affiant, line 1]* 

Subscribed and sworn to before me, this 2007.

Montez R. Carter Expires October 1, 2010 Expires October 1, 2010

[signature] of Notary]

on tez [typed / printed name of Notary

NOTARY PUBLIC

My commission expires: 10/1, 20/0.

*[day of month]* day of 👱 ber [month].

Montez R. Carter Commission # DD600432 pires October 1, 2010



# ARTICLES OF INCORPORATION of SpecialfortheDay.Com, Inc.

I, the undersigned, being the original incorporator herein named, for the purpose of forming a Corporation under the General Corporation Laws of the State of Florida, to do business both within and without the State of Florida, do make and file these Articles of Incorporation, hereby declaring that the facts herein stated are true:

#### ARTICLE I NAME

The name of this corporation shall be: SpecialfortheDay.Com, Inc.

## **ARTICLE II PRINCIPAL OFFICE**

The corporation's principal office is located at: 5811 NW 38<sup>th</sup> Place, Gainesville, FL., 32606

#### ARTICLE III RESIDENT AGENT and REGISTERED OFFICE

#### Section 3.01. Resident Agent

The name and address of the resident agent for service of process is: Aubroncee Martin, Esq., 4425 NW 44<sup>th</sup> Placa, Gnville, Fl., 32606

#### Section 3.02. Registered Office

The address of its registered office: 4425 NW 44<sup>th</sup> Place, Gainesville, FL., 32606

#### Section 3.03. Other Offices

The Corporation may also maintain offices for the transaction of any business at such other places within or without the State of Florida as it may from time to time determine. Corporate business of every kind and nature may be conducted and meetings of Directors and Stockholders held outside the State of Florida with the same effect as if in the State of Florida.

#### **ARTICLE IV NATURE OF BUSINESS**

The Corporation is organized for the purpose of engaging in any lawful activity or commerce, within or without the State of Florida.

γS		
FB	S	-
SECRETARI	' SEP 25	Nor The
호문	പ	-11
SE	CT I	747 T
[]-		mec.
	PH H	
FLORIC		t, in
$q \neq$	ç.,	-
記紙	26	
````	Gr.	

 $\odot$ 

# ARTICLE V SHARES OF STOCK

# Section 5.01 Number and Class

The total number of voting common stock authorized that may be issued by the Corporation is one hundred million (100,000,000) shares of stock **S**.001 par value. Said common shares may be issued by the Corporation from time to time for such considerations as may be fixed by the Board of Directors. Notwithstanding the foregoing these Articles hereby vest the Board of Directors of the Corporation with the following authority: Preferred Stock may also be issued by the Board of Directors. The designations, voting rights, amounts of preference upon distribution of assets, rates of dividends, premiums of redemption, conversion rights and other variations, if any, the qualifications, limitations, or restrictions, if any, of the Preferred Stock, and of each series thereof, shall be such as are fixed by the Board of Directors, authority so to do being hereby expressly granted, and as are stated and expressed in a resolution or resolutions adopted by the Board of Directors providing for the issue of such series of Preferred Stock.

## Section 5.02. Preemptive Rights

Unless otherwise determined by the Board of Directors, holders of the Stock of the Corporation shall not have any preference, preemptive right, or right of subscription to acquire any shares of the Corporation authorized, issued, or sold or to be authorized, issued, or sold, and convertible into shares of the Corporation, nor to any right of subscription thereto.

#### Section 5.03. Non-Assessability of Shares

The Shares of the Corporation, after the amount of the subscription price has been paid, in money, property, or services, as the Directors shall determine, shall not be subject to assessment to pay the debts of the Corporation, nor for any other purpose, and no Stock issued as fully paid shall ever be assessable or assessed, and the Articles of Incorporation shall not be amended in the particular.

#### ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued hereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

## ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

# ARTICLE VII INITIAL OFFICERS AND / OR BOARD OF DIRECTORS

#### Section 6.01. Governing Board

The members of the governing Board of the Corporation shall be styled as Directors.

#### Section 6.02. Initial Board of Directors

The initial Board of Directors shall consist of not less than one (1) and not more than seven (7) members. The name and address of an initial member of the Board of Directors is as follows:

NAME	ADDRESS	
Victor Hayes	5811 NW 38 <sup>th</sup> Place, Gainesville, FL., 32606	Chief Executive Officer
Lizabeth Coleman-Hayes	5811 NW 38 <sup>th</sup> Place, Gainesville, FL, 32606	VP of Human Resources

These individual shall serve as Directors until the first annual meeting of the Stockholders or until his or her successor(s) shall have been elected and qualified.

#### Section 6.03. Change in Number of Directors

The number of Directors may be increased or decreased by a duly adopted amendment to the Bylaws of the Corporation.

# Section 6.04. Powers of Directors

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized: (I) subject to the bylaws, if any, adopted by the stockholders, to make, alter or repeal the bylaws of the Corporation; (2) to authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real and personal property of the Corporation; (3) to authorize the guaranty by the Corporation of securities, evidences of indebtedness, and obligations of other persons, Corporation, and business entities; (4) to set apart out of any of the funds of the Corporation available for distributions a reserve or reserves for any proper purpose and to abolish any such reserve; (5) by resolution, to designate one or more committees, each committee to consist of at least one Director of the Corporation, which to the extent provided in the resolution or in the bylaws of the Corporation shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may acquire it. Such committee or committees shall have such name or names as may be stated in the bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors; and (6) to authorize the Corporation by its Officers or Agents to exercise all such powers and to do all such acts and things as may be exercised or done by the Corporation, except and to the extent that any such statute shall require action by the Stockholders of the Corporation with regard to the exercising of any such power or the doing of any such act or thing. In addition to the powers and authorities herein before or by statute expressly conferred upon them, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, except as otherwise provided herein and by law.

# Section 6.05. INDEMNITY

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that s/he, or a person of whom s/he is the legal representative, is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another Corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Florida from time to time against all expenses, liability, and loss (including attorneys' fees, judaments, fines, and amounts gaid or to be gaid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. The expenses of Officers and Directors incurred in defending a civil or criminal action, suit, or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action. suit, or proceeding, upon receipt of an undertaking by or on behalf of the Director of Officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that s/he is not entitled to be indemnified by the Corporation. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, ar representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of Stockholders, provision of law, or otherwise, as well as their rights under this Article. Without limiting the application of the foregoing, the Stockholders or Board of Directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Florida, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director of Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another Corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person. The indemnification provided in this Article shall continue as to a person who has ceased to be a Director, Officer, Employee, or Agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

## Section 6.06. SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

# **ARTICLE VIII INCORPORATORS**

L

ł

i i

ļ

. .

The names and addresses, including street and number and zip code, of the initial incorporator are:

Victor J. Hayes, Esq 5811 NW 38<sup>th</sup> Place Gainesville, FL 32006 Ñ Victor J. Hayes INCORPORATOR

Date: September 24, 2007

TRUE COPY /
1. Vietoe J. Hay es do hereby swear or affirm that the (Incorporator)
attached is a true copy of Arficles of Incorporation and that this copy contains no alterations form (description of document)
the original. Units 2 Hauge
(Incorporator's signature)
1. <u>Aubron cu Mab</u> hereby accept as Resident Agent for the previously named Europaration on this <u>Du day of Sent</u> 200
De NA-

Resident Agent

Florida

County of Alachica 1. Montez Carter, a Notary Public for Alachua \_County, Florida , do hereby certify that VI clore J. Hayes personally appeared before me this day and acknowledged (Incorporator)

the due execution of the foregoing instrument.

Witness my hand and official seal, this the 24 day of <u>SuperMor</u>. 2005 (Official Seal)

Montez R. Carter Commission # DD600432 Expires October 1, 2010

(Official Signature of Notary

Moutez Caver ... Notary Public (Notary's printed or typed name)

My commission expires:  $\frac{10}{1}/2010$ 

