

PO86000032385

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

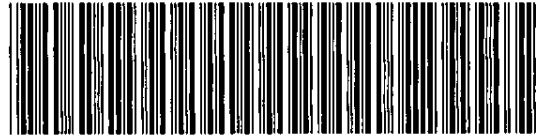
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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RECEIVED
08 APR 15 AM 11:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2008 APR 15 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/ST/Zip

850-222'

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- F & L ANTIQUES, INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input checked="" type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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2008 APR 15 AM 10:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DOMESTICATION OF
F & L ANTIQUES, INC., a New York Corporation
into
F & L ANTIQUES, INC., a Florida corporation**

The undersigned, constituting all of the officers, directors and shareholders of F & L Antiques, Inc., a New York corporation, herein referred to as the "Corporation", which is hereby being domesticated into F & L Antiques, Inc., a Florida corporation, hereby certify that:

01. The Corporation was first formed and incorporated in the State of New York on March 5, 1981.
02. The name of the Corporation, immediately prior to the filing of the certificate of domestication was: F & L Antiques, Inc., a New York corporation.
03. The name of the Corporation as set forth in the Articles of Incorporation filed in accordance with paragraph (2)(b) of Florida Statutes Section 607.1801 is:
F & L Antiques, Inc., a Florida corporation.
04. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law, immediately prior to the filing of the certificate of domestication is the State of New York.

The undersigned have executed this Certificate on the date set forth below.

F & L Antiques, Inc., a New York corporation

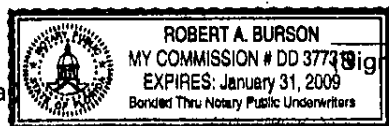
By: Frank Metzger
Frank Metzger, officer, director and shareholder
April 14, 2008

By: Lore Metzger
Lore Metzger, officer, director and shareholder
April 14, 2008

STATE OF FLORIDA
COUNTY OF MARTIN

Subscribed and acknowledged before me on April 14, 2008 by Frank Metzger and Lore Metzger both on behalf of the Corporation and both of whom are personally known to me.

(Notary Seal)



Robert A. Burson
Signature of Notary Public
ROBERT A. BURSON

(Print, type, or stamp commissioned name of Notary Public)

F:\E\CORP\F & L ANTIQUES\08-022\CERTIFICATE OF DOMESTICATION-01A

**ARTICLES OF INCORPORATION
OF
F & L ANTIQUES, INC.**

Page 4 of 4
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TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **F & L ANTIQUES, INC.** which is the Florida domesticated name of F & L ANTIQUES, INC., a New York State corporation, which was filed on March 5, 1981.

SECOND: The period of its duration is perpetual.

THIRD: The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

FOURTH: The corporation shall have authority to issue two hundred (200) shares, all of one class, no par value.

FIFTH: The street address of the principal office and the mailing address of the corporation is:

2810 SE Dune Drive
Stuart, Florida 34996

SIXTH: The street address of its initial registered office is:

2810 SE Dune Drive
Stuart, Florida 34996

and the name of its initial registered agent at said address is:

Frank Metzger
2810 SE Dune Drive
Stuart, Florida 34996

SEVENTH: The number of Directors constituting its initial Board of Directors is two whose names and addresses are as follows:

Frank Metzger
2810 SE Dune Drive
Stuart, Florida 34996

Lore Metzger
2810 SE Dune Drive
Stuart, Florida 34996

EIGHTH: The names and addresses of the Incorporators are as follows:

Frank Metzger
2810 SE Dune Drive
Stuart, Florida 34996

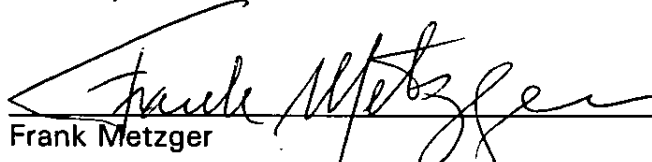
Lore Metzger
2810 SE Dune Drive
Stuart, Florida 34996


NINTH: Preemptive Rights

- A. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited cash, other property, services, the acquisition of other corporations, shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the re-issuance of all redeemed or otherwise acquired shares, including the re-issuance of treasury shares.
- B. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

- C. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the share-holders of the corporation.
- D. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

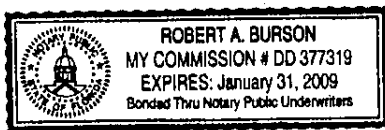
IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Stuart, Florida, on April 14, 2008.


Frank Metzger


Lore Metzger

STATE OF FLORIDA
COUNTY OF MARTIN

Sworn to, subscribed and acknowledged before me on April 14, 2008 by Frank Metzger and Lore Metzger.




(Signature of Notary Public)

(Notary Seal)

ROBERT A. BURSON

(Print, type, or stamp commissioned name of Notary Public)

Personally known ☒ or

Produced identification _____

Type of identification produced: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501 Florida Statutes, the following is submitted:

- A. That desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at:

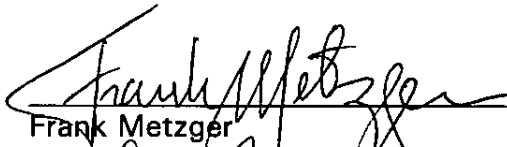
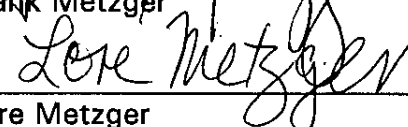
2810 SE Dune Drive
Stuart, Florida 34996

has named:

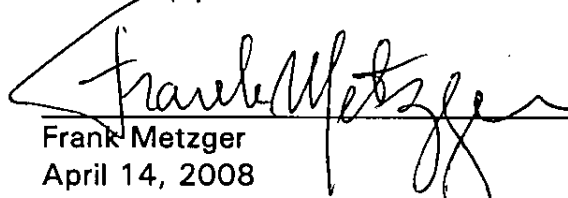
Frank Metzger

as its agent to accept service of process within Florida.

Incorporators


Frank Metzger

Lore Metzger
April 14, 2008

- B. Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I acknowledge that I am familiar with, and accept, the provisions of that position.


Frank Metzger
April 14, 2008

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2008 APR 15 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F:\E\CORP\F & L ANTIQUES\08-022\ARTICLES OF INCORPORATION-01A