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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EP 11/17/08

W0800051890

## COVER LETTER

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

**SUBJECT:** Happy Occasions of Tallahassee Inc.

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

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

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Mark B. Studley  
Name (Printed or typed)

3375 Tallavana Trail  
Address

Havana, Fl. 32333  
City, State & Zip

850 539-3459  
Daytime Telephone number

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

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**ARTICLES OF INCORPORATION**

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**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**HAPPY OCCASIONS OF TALLAHASSEE, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form Corporations for profit under Chapter 607 of the Florida Statutes.

**ARTICLE I – NAME**

The name of the Corporation is HAPPY OCCASIONS OF TALLAHASSEE, INC.  
(HEREINAFTER, "Corporation")

**ARTICLE II – PRINCIPLE OFFICE**

The address of the principle office of this Corporation is 3375 Tallavana Trail, Havana, Florida 32333 and the mailing address is the same.

**ARTICLE III – PURPOSE**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV – SHARES**

- a. The number of shares that this Corporation is authorized to have outstanding at any time is Five (5) shares of common stock.
- b. All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.

- c. All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- d. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- e. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- f. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE V – OFFICERS AND BOARD OF DIRECTORS**

The officers and directors of the Corporation shall be:

President	Mark B. Studley 3375 Tallavana Trail Havana, Florida 32333
Vice President	Todd E. Studley 5059 Flagstone Court Tallahassee, Florida 32303
General Counsel	Todd E. Studley 5059 Flagstone Court Tallahassee, Florida 32303
Vice President of Marketing	Kimberly A. Studley 5059 Flagstone Court Tallahassee, Florida 32303

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Vice President of Sales      Elizabeth M. Studley  
3375 Tallavana Trail  
Havana, Florida 32333

Secretary                      Susan E. Studley  
3375 Tallavana Trail  
Havana, Florida 32333

Treasurer                     Susan E. Studley  
3375 Tallavana Trail  
Havana, Florida 32333

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#### **ARTICLE VI – REGISTERED AGENT**

The name and address of the registered agent of this Corporation is Todd E. Studley located at 5059 Flagstone Court, Tallahassee, Florida 32303

#### **ARTICLE VII – INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Mark B. Studley  
3375 Tallavana Trail  
Havana, Florida 32333

#### **Article VIII – Sub-Chapter S Corporation**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- a. The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- b. After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of the Corporation shall take any action, or make any transfer or other disposition of the

shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- c. Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE IX – SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE X – POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE XI – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE XII – REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

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### **ARTICLE XIII – BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmation vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment, or repeal of the Bylaws.

### **ARTICLE XIV – EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### **ARTICLE XV – AMENDMENT**

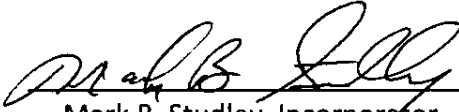
The Corporation Reserved the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

### **ARTICLE XVI – IDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee, or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee, or agent, as the case may be, is permissible in the circumstances because the director, officer, employee, or agent has met the standard of conduct set forth by the board of directors.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this November 12, 2008.

  
Mark B. Studley, Incorporator

November 12, 2008  
Date

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Todd E. Studley, having been designated as the registered agent in the above and foregoing Articles of Incorporation is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statute.

  
Todd E. Studley, Registered Agent

November 12, 2008  
Date

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