

# P09000031806

Florida Department of State  
Division of Corporations  
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To:

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From:

Account Name : GRAYROBINSON, P.A. - ORLANDO  
Account Number : I20010000078  
Phone : (407) 843-8880  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**THE ESTHETICS ASSOCIATION FLORIDA, INC.**

Certificate of Status	0
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**RE - FAX  
CORRECTED  
ARTICLES**

(see  
attached  
rejection  
letter)

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April 8, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

GRAYROBINSON, P.A. - ORLANDO

SUBJECT: THE ESTHETICS ASSOCIATION FLORIDA, INC.  
REF: W09000016471

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

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: R09000081329  
Letter Number: 609A00011815

H09000081329 3

**ARTICLES OF INCORPORATION  
OF  
THE ESTHETICS ASSOCIATION FLORIDA, INC.**

THE UNDERSIGNED, for and on behalf of THE ESTHETICS ASSOCIATION FLORIDA, INC., a Florida corporation (the "corporation"), hereby executes these Articles of Incorporation of the corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be THE ESTHETICS ASSOCIATION FLORIDA, INC.

**ARTICLE II - PRINCIPAL AND MAILING ADDRESSES**

The principal address of the corporation is 624 Nicholson Drive, Davenport, Florida 33837 and the mailing address of the corporation is P. O. Box 547301, Orlando, Florida 32854.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

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H09000081329 3

ARTICLE V - DURATION

This corporation shall exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be:

301 E. Pine Street  
Suite 1400  
Orlando, Florida 32801

The name of the registered agent of this corporation at that address shall be:

David L. Schick

ARTICLE VII - BOARD OF DIRECTORS

A. This corporation shall have at least one (1) director. The number of directors may be increased or decreased from time to time by the shareholders of the corporation, but shall never be less than one (1). No decrease shall have the effect of shortening the term of any incumbent director.

B. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE VIII - BYLAWS

The bylaws may be repealed or amended, and new bylaws may be adopted, in the manner provided by law.

ARTICLE IX - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

H09000081329 3

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of such shareholder's shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the Bylaws adopted by the shareholders of this corporation or a shareholders agreement between this corporation and its shareholders setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

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#### ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE XI - INITIAL DIRECTOR AND OFFICERS

The name and address of the initial member of the Board of Directors and Officers, to hold office for the first year of existence of this corporation or until her successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Carla Postma	P. O. Box 547301 Orlando, Florida 32854	Director/President/ Secretary/Treasurer

#### ARTICLE XII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Carla Postma	P. O. Box 547301 Orlando, Florida 32854

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set her hand, this 6 day of April, 2009.

  
Carla Postma

H09000081329 3

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of April 2009, by Carla Postma.

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[Signature]  
Signature of Notary Public

Peter R. Law  
(Print Notary Name)

My Commission Expires: 12/12/2010

Commission No.: DD 505676

AFFIX NOTARY STAMP



☐ Personally known, or

☒ Produced Identification

Type of Identification Produced:

FL Drivers License

### CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of THE ESTHETICS ASSOCIATION FLORIDA, INC., I hereby accept and agree to act in this capacity.

Dated: April 6, 2009.

[Signature]  
David L. Schick