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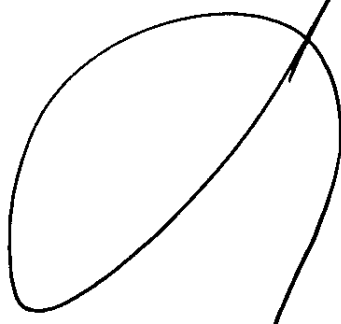
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 18, 2009

Paula
NOWELL & ASSOCIATES, P.A.
% PAUL G. ROSE
P.O. BOX 819, 1100 EAST MOODY BLVD.
BUNNELL, FL 32110

SUBJECT: DISCOUNT WAREHOUSE COMPANY
Ref. Number: W09000012860

We have received your document for DISCOUNT WAREHOUSE COMPANY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P96000027430 - DISCOUNT WAREHOUSE COMPANY.

Please return 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) 245-6934.

Loria Poole
Regulatory Specialist II

Letter Number: 209A00009255

NOWELL & ASSOCIATES, P.A.

P.O. Box 819
1100 East Moody Blvd.
Bunnell, FL 32110

386-437-1668 Phone

www.flaglerlaw.com

386-586-4014 Fax

April 6, 2009

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314
Attn: Loria Poole
Regulatory Specialist II


Re: DISCOUNT WAREHOUSE OUTLET, INC.
Your Ref. Number: W09000012860

Dear Sir or Madam:

In accordance with your letter of March 18, 2009 (a copy of which is attached), enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation.

If you have any questions in this regard, please do not hesitate to give us a call.

Very truly yours,


Paula G. Rose
Paralegal

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Of

DISCOUNT WAREHOUSE OUTLET, INC.

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation in compliance with Chapter 607 and/or Chapter 621, Florida Statutes.

ARTICLE I – Name:

The name of the corporation shall be:

DISCOUNT WAREHOUSE OUTLET, INC.

ARTICLE II – Nature of Business and Duration:

The purpose for which this corporation is organized is to engage in or transact any and all lawful activities in connection with the sale of appliances, electronics, furniture, etc., under the laws of the State of Florida. The period of existence of the corporation is perpetual.

ARTICLE III – Principal Office and Mailing Address:

The principal place of business and the mailing address is:

2651 Tamiami Trail
Port Charlotte, FL 33952

ARTICLE IV – Registered Office and Registered Agent:

The initial Registered Office and Registered Agent is:

Sidney M. Nowell, Esq.
1100 East Moody Blvd.
P.O. Box 819
Bunnell, FL 32110

ARTICLE V – Authorized Shares:

The corporation is authorized to issue one hundred (100) shares of common stock having no par value, and those shares are issued as follows:

Richard Risucci – 42.5 Shares
Steven Marks – 42.5 Shares
Bill Harris – 15 shares

The voting rights of these shares are subject to the bylaws and shareholder agreements, if any.

ARTICLE VI – Directors:

The initial board of directors shall consist of two (2) members. The names of the directors are:

Richard Risucci
Steven Marks

The board of directors shall have the exclusive power to manage the day-to-day affairs of the corporation and their powers shall be limited only by these articles, the corporate bylaws and applicable law. If a director resigns, the shareholders may elect a new director by a majority vote. Directors shall not be involuntarily removed except in the case where a director is charged with and convicted of a felony offense which materially damages the reputation of the corporation or its ongoing business, and then only by a unanimous vote of all remaining shareholders. The director who is the subject of the felony conviction shall abstain from voting. The board of directors shall have the power to pass, by majority vote, bylaws for the operation of the corporation which are not inconsistent with these Articles of Incorporation. Such removal not affect the ownership interest of that director in the corporation, except as otherwise provided for in these Articles of Incorporation.

ARTICLE VII – Incorporators:

The name and address of the incorporator is:

Richard Risucci
781 Sidney Terrace
Port Charlotte, Fl 33952

ARTICLE VIII – Commencement of Existence:

The corporation's existence shall begin on March 10 2009.

ARTICLE IX – Sale of Stock by Shareholders:

No shareholder may sell, encumber or otherwise transfer his or her shares of the corporation to any person without first obtaining a unanimous vote of the remaining shareholders to allow such transaction to take place.

ARTICLE X – Corporate Assets:

Neither any individual shareholder nor the board of directors may dispose of a corporate asset. Corporate asset may be disposed of only by a majority vote of the voting shares. “Corporate Assets” shall be defined as real or tangible property owned by the corporation which does not constitute inventory, day-to-day operating funds or profits which are subject to distribution as provided herein or in the corporate bylaws.

ARTICLE XI – Voting Shares:

All initial shares of common stock as provided for in these Articles are voting shares. Each share is entitled to one (1) vote, and thus a person may enter one (1) vote for each share that person owns.

ARTICLE XII – Dissolution of the Corporation:

No dissolution of the corporation, voluntary or involuntary, may be forced except by a unanimous vote of the shareholders, or as may be required (as opposed to permitted) by law.

ARTICLE XIII – Sale of Shares Back to the Corporation:

If a shareholder desires to voluntarily leave the corporation, he or she may, as an alternative to the sale of stock as provided for in Article IX of these Articles of Incorporation, elect to sell their shares back to the corporation. The fair value for such shares shall be determined in good faith by the board of directors at the time such election is made by examination of the current worth of the company. The method of payment for such shares shall be provided for in the corporate bylaws; however if no alternative method is provided for in the bylaws at the time the election is made, then the payment method must be approved by a majority vote of the shareholders and, in no event, may exceed payment time frame of two (2) years.

ARTICLE XIV – Profit Sharing:

Profit sharing between shareholders shall be on a quarterly basis. All shareholders agree that seventy-five (75%) percent of all profits will be unilaterally reinvested into the corporation by the board of directors on behalf of all shareholders each quarter. The remaining twenty-five (25%) percent shall distributed each quarter between shareholders according to their percentage of stock ownership.

Example: If the corporation were to make a total profit for one quarter of \$100,000.00, \$75,000.00 (i.e., 75%) would be unilaterally reinvested into the company that quarter. The remaining \$25,000.00 (i.e., 25%) would be distributed among the shareholders

according to their percentage of ownership, such that a shareholder with thirty (30) shares would receive \$7,500.00 ($\$25,000 \times .30 = \$7,500$) while a shareholder with fifteen (15) shares would receive \$3,750.00 ($\$25,000 \times .15 = \$3,750$).

ARTICLE XV – Salaries of Directors and Owner-Employees Owner-Officers:

The salaries of directors and of owners who act as employees or officers of the corporation shall be initially set by a majority vote of the shareholders. No director or owner who acts as an employee or officer of the corporation may increase his or her salary unilaterally. All increases in salary for directors or owners who act as employees or officers must be approved by a majority vote of the remaining shareholders, and the director or owner seeking such an increase must abstain from the vote. Provided, however, that the board of directors may provide for a small and reasonable annual salary increase in the corporate bylaws to cover the increased cost of living from year-to-year.

ARTICLE XVI –Salaries of Employees or Officers who are not Owners of the Corporation:

The board of directors shall set the salaries and/or determine the wages of the corporation's non-owner officers or employees as part of their day-to-day operating duties and the same shall be left to their sound discretion which shall be limited only by applicable laws, including, but not limited to, minimum wage laws.

ARTICLE XVII – Unauthorized Dealings:

No director and/or shareholder may enter into any contractual agreements on behalf of the corporation which are not expressly approved by the board of directors. All dealings of the corporation shall be fully transparent to all shareholders. Any individual who violates this Article may be held liable to the company for any damages caused by their unauthorized dealings. Such damages include, but are not limited to, court costs and reasonable attorney's fees.

ARTICLE XVIII – Violations of Law by Shareholder:

Any shareholder of the corporation who is charged with and convicted of a felony offense which materially damages the reputation of the corporation and its on going business is subject to being involuntarily bought out of the corporation in the same manner as outlined in Article XIII of these Articles of Incorporation, and then only by a unanimous vote of the remaining shareholders. The shareholder convicted of the felony shall abstain from voting.

ARTICLE XIX – Shareholders involved in Personal Litigation:

No director, officer or shareholder of the corporation may use business assets to pay for personal litigation expenses. Provided, however, that if the individual is being sued in his individual capacity for actions he or she performed in the course of discharging their duties to the corporation, such individual may request the payment of attorney's fees from the corporation and such payment must be unanimously approved by the shareholders.

ARTICLE XX – Corporate Loans:

The corporation may not engage in the loaning of money from corporate assets to any of its shareholders without unanimous shareholder approval. Any such loan shall be made repayable to the corporation on such terms as are set by the board of directors.

ARTICLE XXI – Shareholder's Rights:

All shareholders of the corporation have the right to inspect and copy all corporate records during normal business hours and upon reasonable notice under the circumstance. It shall be the duty of the board of directors to make such records reasonably available to all shareholders. The right of shareholders to inspect and copy corporate records is enforceable by court order by each shareholder in a court of proper jurisdiction.

Shareholders also have the right to be informed about the dealings of the corporation and have the right to be heard regarding the corporation's dealings at regular or special shareholders' meetings. The shareholder's input shall be given meaningful consideration by the board of directors.

ARTICLE XXII – Director's Meetings:

The board of directors shall meet for the purpose of discussing corporate matters. The schedule of such meetings shall be set by a resolution of the board of directors, and such meetings shall be held at least once (1) per year. The times and places of all regularly scheduled meetings of the board of directors shall be made available to all shareholders who shall have the right to attend. Provided, however, that the board of directors retains the ability to call an emergency meeting without notice as may be needed to take appropriate action on behalf of the corporation. The board of directors shall keep, and make available as part of the corporate records, minutes of any board of directors meetings. The board of directors may prescribe rules of procedure for such meetings orally or in the corporate bylaws. A majority of the directors must be present to take official action.

ARTICLE XXIII – Shareholder’s Meetings:

The board of directors shall schedule and hold shareholder’s meetings. The schedule of such meetings shall be set by a resolution of the board of directors, and such meetings shall be held at least once (1) per year. The times and places of all shareholders meetings shall be made available to all shareholders who shall have the right to attend. The board of directors shall preside over such meetings and may prescribe rules of procedure for such meetings orally or in the corporate bylaws. Any shareholder may call a special shareholders’ meeting for the purpose of addressing corporate matters by giving written notice to the board of directors and the other shareholders concerning the subjects which need to be addressed. If such a special shareholders’ meeting is convened, it shall be the duty of the board of directors to set a time and place for the meeting within ten (10) days of the receipt of the notice; or in such shorter time as the board of directors may deem necessary. A majority of shareholders shall constitute a quorum to conduct business. Minutes shall be kept of all shareholder meetings by the board of directors and shall be made available as part of the corporate records.

ARTICLE XXIV – Governing Law and Forum Selection:

This corporation shall be governed by the laws of the State of Florida. Any litigation brought against the corporation by its directors, officers or shareholders shall be exclusively brought in Charlotte County, Florida.

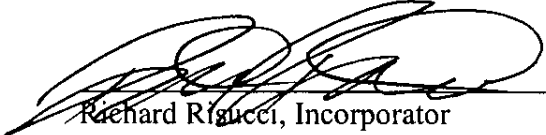
ARTICLE XXV – S-Corporation Status:

It is the intent of the corporation to file for Chapter S status with the Internal Revenue Service.

ARTICLE XXVI – Amendment of the Article of Incorporation:

These Articles of Incorporation may be amended from time-to-time in writing and approved by a unanimous vote of the shareholders. If such Amendment is approved, it shall be the duty of the board of directors to record and implement such a change as may be needed. The provisions of this Article are enforceable by court order in a court of proper jurisdiction.

IN WITNESS WHEREOF, I have executed these articles of incorporation on this
11th day of March, 2009.

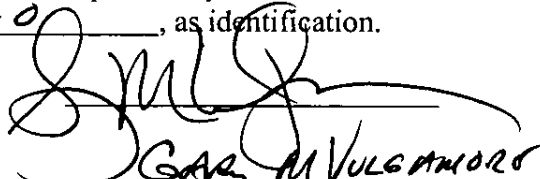

Richard Rignucci, Incorporator

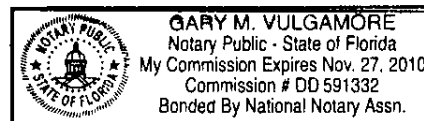
NOTARY

STATE OF FLORIDA

COUNTY OF CHARLOTTE

Sworn and subscribed to before me on this 11 day of MARCH, 2009, by RICHARD DAVID RIGNUCCI, who is personally known to me or who has produced FLO Lic R220.744.70-024-0, as identification.


GARY M. VULGAMORE



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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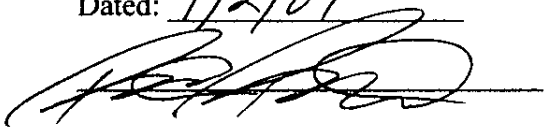
APPROVED
AND
FILED

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT FOR
DISCOUNT WAREHOUSE OUTLET, INC.**

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

1. The name of the corporation is DISCOUNT WAREHOUSE OUTLET, INC.
2. The physical address of the registered office is 1100 E. Moody Blvd., Bunnell, Florida 32110 (mailing address is P.O. Box 819, Bunnell, FL 32110).
3. The name of the registered agent at the registered office is Sidney M. Nowell, Esq..

Dated: 4/2/09



Richard Risucci, Incorporator, on behalf
Discount Warehouse Outlet, Inc.

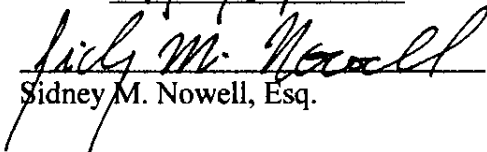
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 4/6/09



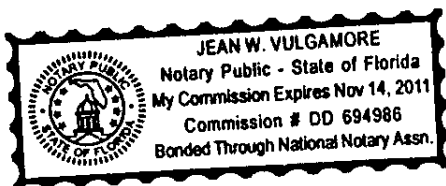
Sidney M. Nowell, Esq.

FLORIDA SHORT-FORM INDIVIDUAL ACKNOWLEDGMENT FS 605.28

State of Florida }
County of Charlotte }

The foregoing instrument was acknowledged before
me this 2 day of April, 2009.
by Richard David Risucci
Name of Person Acknowledging

who is personally known to me or who has produced
Florida Drivers License
K220-744-70-024-0
as identification. Type of Identification



[Signature] Notary Public
Signature of Notary Public
Jean W. Vulgamore
Name of Notary Typed, Printed or Stamped
Commission No. DD 694986

OPTIONAL

Though the information in this section is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Certificate of Designation of Registered Agent for Discount Warehouse Outlet, Inc.
Document Date: 4-2-09 Number of Pages: 1
Signer(s) Other Than Named Above: Sidney M. Nowell, Esq.

**RIGHT THUMBPRINT
OF SIGNER**
Top of thumb here