

PO9000081622

(Requestor's Name)

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☐ PICK-UP

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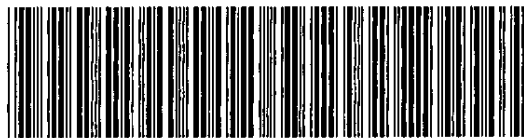
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09/30/09--01004--019 **78.75

Effective Date

01-01-10

RECEIVED
09 SEP 30 AM 11:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 OCT -2 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W09-43846
name identical

B. McKnight OCT 05 2009

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Character
Corporation

Signature _____

Requested by Seth 10/2 11:00
Name Date Time

Walk-In _____ Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
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____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
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____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

09 OCT -2 AM 11:57

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

October 1, 2009

CAPITAL CONNECTION, INC.
ATTN: BAN

SUBJECT: THE CHARACTER CORPORATION
Ref. Number: W09000043846

We have received your document for THE CHARACTER CORPORATION 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 of the entity must be identical throughout the document.

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
Regulatory Specialist II
New Filing Section

Letter Number: 109A00031878

**ARTICLES
OF INCORPORATION
OF
THE CHARACTER CORPORATION**

FILED
09 OCT -2 AM 10:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

Effective Date

ARTICLE I - NAME

01-01-10

The name of this corporation is **THE CHARACTER CORPORATION**, located at 12 Hardee Circle North, Rockledge, Florida 32955.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on January 1, 2010.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida or such other State or jurisdiction in which the corporation may qualify to transact business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$.01 par value voting common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12 Hardee Circle North, Rockledge, Florida 32955, and the name of the initial registered agent of this corporation at that address is KARL LIEB.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have **one (1)** director initially. The number of directors may be either increased or diminished from time to time in accordance with applicable law, the Bylaws or agreement, but shall never be less than one. The name and address of the initial director of **THE CHARACTER CORPORATION** is:

Name	Address
KARL LIEB	12 Hardee Circle North Rockledge, Florida 32955

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation, or person for whom a duly authorized signatory is signing, is:

Name	Address
KARL LIEB	12 Hardee Circle North Rockledge, Florida 32955

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and 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 a person.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto as provided by applicable law, and any right conferred upon the shareholders is subject to this reservation.


ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on 9/29/09, 2009.



KARL LIEB

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that **THE CHARACTER CORPORATION,** desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in Brevard County, Florida, has named KARL LIEB, whose address is 12 Hardee Circle North, Rockledge, Florida 32955, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

REGISTERED AGENT:

By: Karl A Lieb
KARL LIEB

Date: 9/29/09

FILED
09 OCT -2 AM 10:00
CLERK OF STATE
TALLAHASSEE, FLORIDA