

P1000023050

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

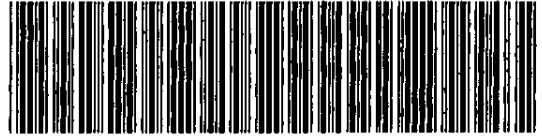
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100171978891

03/15/10--01049--005 **70.00

FILED
2010 MAR 15 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers MAR 16 2010

SHELL, FLEMING, DAVIS & MENGE
ATTORNEYS AT LAW

FLETCHER FLEMING

TELEPHONE ♦ (850) 434-2411 ext. 155
FACSIMILE ♦ (850) 435-1074
E-MAIL ♦ ffleming@shellfleming.com

BRADEN K. BALL, JR.
GEOFFREY P. BRODERSEN
MAUREEN DUIGNAN
Board Certified Criminal Trial Lawyer
Also Licensed In New York
THOMAS J. GILLIAM, JR.
PATRICK J. HAMMERGREN
CHARLES L. HOFFMAN, JR.
L.L.M. in Taxation
DANNY L. KEPNER
Board Certified Civil Trial Lawyer
LOUIS A. (TRIP) MAYGARDEN, III
JILL K. SATTERWHITE
L.L.M. in Taxation
Also Licensed In Alabama
JAMES A. SHEA, JR.
Also Licensed in Alabama and Georgia
STEPHEN B. SHELL
Board Certified Real Estate Lawyer

OF COUNSEL:
THURSTON A. SHELL
FLETCHER FLEMING

ROLLIN D. DAVIS, JR.
(1932-2002)
M.J. MENGE
(1936-2007)

226 PALAFOX PLACE
NINTH FLOOR, SEVILLE TOWER
PENSACOLA, FLORIDA 32502

MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32591-1831

March 11, 2010

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Direct Home Furnishings, Inc.

Gentlemen:

Enclosed are Articles of Incorporation to be filed on behalf of our client referenced above along with this firm's check for \$70 in payment of the fees for filing the articles and for designation of resident agent. Please provide us with the document number and acknowledgment of filing in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Yours truly,

SHELL, FLEMING, DAVIS & MENGE

Fletcher Fleming
Fletcher Fleming

FF:lfc
Enclosures
F2129.00000

FILED
2010 MAR 15 AM 11:37
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DIRECT HOME FURNISHINGS, INC.**

FILED
2010 MAR 15 AM 11:37
STATE OF FLORIDA
TALLAHASSEE

ARTICLE I – NAME

The name of this corporation is DIRECT HOME FURNISHINGS, INC.

ARTICLE II – PURPOSE

This corporation is organized for the purpose of engaging in the retail home furniture business, and for the purpose of transacting any and all other lawful business permitted under the laws of the State of Florida.

ARTICLE III – CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V – PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office and the mailing address of the corporation shall be:

Direct Home Furnishings, Inc.
5028 Skylark Court
Pensacola, FL 32505

The Board of Directors may change the address from time to time to any other address in the State of Florida.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 226 Palafox Place, Ninth Floor, Pensacola, Florida 32502 and the name of the initial registered agent of this corporation at that address is Fletcher Fleming.

ARTICLE VII – INITIAL OFFICERS AND DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director and officer of this corporation is:

Mack W. Daw	Director/President/Secretary
5028 Skylark Court	
Pensacola, FL 32505	

ARTICLE VIII – INCORPORATOR

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

Fletcher Fleming
226 Palafox Place Ninth Floor
Pensacola, FL 32502

ARTICLE IX – BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X – RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with

the Director of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Director of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE XI – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII – AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of March, 2010.

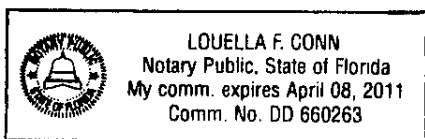

FLETCHER FLEMING

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared FLETCHER FLEMING, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10th day of March, 2010.



Louella F. Conn
Notary Public
Print Name: Louella F. Conn

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for DIRECT HOME FURNISHINGS, INC., at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: March 11, 2010


FLETCHER FLEMING

FILED
2010 MAR 15 AM 11:37
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA