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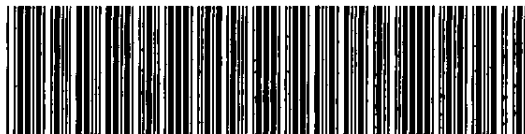
(Business Entity Name)

(Document Number)

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FILED  
10 MAR 24 PM 4:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 3/23/10

MRD  
3/26

**MARK T. TATE, P.A.**  
ATTORNEY AT LAW

212 South Magnolia Avenue  
Tampa, Florida 33606

March 19, 2010

Telephone (813) 254-6677  
Facsimile (813) 254-2706  
E-Mail: [mark@mtate.com](mailto:mark@mtate.com)

**FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

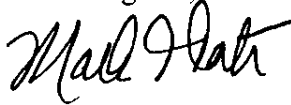
Re: Mitzi Testaverde, Inc.

Dear Sir/Madame:

Enclosed please find the Articles of Incorporation for the above-referenced corporation for filing. Also enclosed please find our check in the amount of \$78.75 for the filing fee and obtaining a certified copy and returning the same to us via U.S. Mail.

Should you have any questions, please do not hesitate to call me at the above-referenced number.

Best regards,



Mark T. Tate

MTT:scm  
Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**MITZI TESTAVERDE, INC.**

**FILED**

10 MAR 24 PM 4:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE** 3/23/10

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this Corporation shall be:

Mitzi Testaverde, Inc.

The principal office and mailing address of this Corporation shall be 212 S. Magnolia Avenue, Tampa, FL 33606, or such other address within the State of Florida as the Board of Directors may from time to time designate.

**ARTICLE II**

**Existence of Corporation**

This Corporation shall begin existence on March 23, 2010, and shall have perpetual existence.

**ARTICLE III**

**Purpose**

The purpose of this Corporation is the development and operation, as a franchisee, of the "Educational Outfitters" store and business (the "Franchise Business") franchised by EO Franchising, LLC, and this Corporation shall not engage in any business activity other than that directly related to the development and operation of the Franchise Business franchised by EO Franchising, LLC.

**ARTICLE IV**

**General Powers**

The Corporation shall have the following powers, to be exercised in a manner consistent with the Purpose set forth above:

(a) To own, conduct and otherwise operate the Franchise Business within the State of Florida, and such other location(s) as the Corporation shall lawfully be permitted to do so.

- (b) To sue and be sued, complain, and defend in its corporate name.
- (c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.
- (e) To lend money to, use its credit to assist, its officers and employees in accordance with applicable Florida Statutes.
- (f) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, and to secure any of its obligations by mortgage or pledge of any of its property and income, and make contracts of guaranty and surety ship which are necessary or convenient to the conduct, promotion, or attainment of the business of the Corporation.
- (g) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.
- (h) To elect directors and appoint officers, employees, and agents of the Corporation and define their duties, fix their compensation, and lend them money and credit.
- (i) make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of this Corporation.
- (j) To make payment or donations or do any other act not inconsistent with law that furthers the business and affairs of the Corporation.
- (k) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agent and for any or all of the current or former directors, officers, employees, and agent of its subsidiaries.
- (l) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or the heirs of such shareholder.

**ARTICLE V**  
**Capital Stock**

The total number of shares of capital stock authorized to be issued by the Corporation (the "Shares") shall be 10,000 shares of common capital stock having \$1.00 par value.

**ARTICLE VI**  
**Registered Office and Registered Agent**

The street address of the Corporation's initial registered office is 212 S. Magnolia Avenue, Tampa, Florida 33606 and the name of the Corporation's initial registered agent at such address is Mark T. Tate. The Corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

**ARTICLE VII**  
**Initial Board of Directors**

The name and address of the initial Director is as follows:

<u>Name</u>	<u>Address</u>
Mitzi Testaverde	212 S. Magnolia Avenue Tampa, FL 33606

**ARTICLE VIII**  
**Amendment of Articles of Incorporation**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stock holders herein are subject to this reservation.

**ARTICLE IX**  
**Incorporator**

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

<u>Name</u>	<u>Address</u>
Mark T. Tate	212 S. Magnolia Avenue Tampa, FL 33606

**ARTICLE X**  
**Franchise Agreement Restrictions**

The transfer or encumbrances of the Shares of the Corporation is restricted by the terms and conditions of a Franchise Agreement between the Corporation and EO Franchising, LLC. A copy of said Franchise Agreement is available at the principal offices of EO Franchising, LLC, 8002 East Brainerd Road, Chattanooga, TN 37421.

Notwithstanding any provision in these Articles of Incorporation to the contrary, Article 19 of the Franchise Agreement (dealing with exclusive business activity and dealing with restrictions on transfer or encumbrance of shares), and this Article X cannot be subsequently amended without EO Franchising, LLCs' prior written consent.

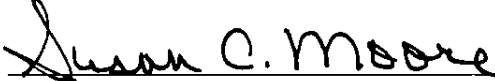
**IN WITNESS WHEREOF**, the undersigned, as executed these Articles for the uses and purposes therein stated.



Mark T. Tate, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledge before me this 23<sup>rd</sup> day of March, 2010, by MARK T. TATE, as Incorporator, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

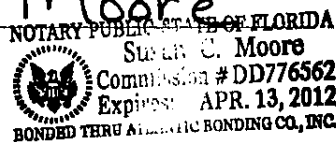


Susan C. Moore

Print Name

Notary Public

My Commission Expires:



**CERTIFICATE OF ACCEPTANCE**

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.050(3), Florida Statutes.

Signature:



Mark T. Tate

Registered Agent

Date:

3/23/10

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of March, 2010, by MARK T. TATE, as Registered Agent, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

Susan C. Moore

Susan C. Moore

Notary Public

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA  
Susan C. Moore  
Commission # DD776562  
Expires: APR. 13, 2012  
BONDED THRU ATLANTIC BONDING CO., INC.

4379

FILED  
10 MAR 24 PM 4:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA