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CAPITAL CONNECTION

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Florida Department of State  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
KEY WEST ISLAND BOOKSTORE, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 03      |
| Estimated Charge      | \$70.00 |

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CAPITAL CONNECTION

NO. 2430 P. 2

**ARTICLES OF INCORPORATION  
OF  
KEY WEST ISLAND BOOKSTORE, INC.**

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is **KEY WEST ISLAND BOOKSTORE, INC.**, and its principal place of business shall be located at 513 Fleming Street, Key West, Florida 33040, and the mailing address is 513 Fleming Street, #1, Key West, Florida 33040.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of engaging in the business of a retail bookstore, as well as to carry on any and all incidental business.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares this corporation is authorized to issue is one thousand (1,000) shares of common stock at Ten Dollars (\$10.00) par value, which shall be designated as "Common Shares." The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) natural persons, or the estate of such natural persons. Additionally, no stock shall be issued or transferred to a nonresident alien. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 513 Fleming Street, #1, Key West, Florida 33040, and the name of the initial registered agent of this corporation at that address is Gary Onderdonk.

**ARTICLE VI - DIRECTORS**

Initially, this corporation shall have four (4) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial directors are as follows:

| <u>Name</u>      | <u>Address</u>                             |
|------------------|--------------------------------------------|
| Gary Onderdonk   | 513 Fleming Street, #1, Key West, FL 33040 |
| Diane Onderdonk  | 513 Fleming Street, #1, Key West, FL 33040 |
| Scott Shaffer    | 513 Fleming Street, #1, Key West, FL 33040 |
| Jennifer Shaffer | 513 Fleming Street, #1, Key West, FL 33040 |

#### ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

|                | <u>Name</u>      | <u>Address</u>                             |
|----------------|------------------|--------------------------------------------|
| President      | Gary Onderdonk   | 513 Fleming Street, #1, Key West, FL 33040 |
| Vice President | Scott Shaffer    | 513 Fleming Street, #1, Key West, FL 33040 |
| Secretary      | Jennifer Shaffer | 513 Fleming Street, #1, Key West, FL 33040 |
| Treasurer      | Diane Onderdonk  | 513 Fleming Street, #1, Key West, FL 33040 |

#### ARTICLE VIII - INCORPORATOR

The name and address of the incorporators signing these articles are Gary Onderdonk and Scott Shaffer, both of 513 Fleming Street, #1, Key West, Florida 33040.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 incorporators have executed these Articles of Incorporation on the date of signing.

Dated: December 2, 2010



By 

DEC. 2. 2010 4:01PM

CAPITAL CONNECTION

NO. 2430 P. 4

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Witness

Gary Onderdonk  
Incorporator

By Scott Shaffer  
Scott Shaffer  
Incorporator

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:  
First, that Key West Island Bookstore, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Gary Onderdonk, located at 513 Fleming Street, #1, Key West, FL 33040, as its agent to accept service of process within Florida.

Dated: December 2, 2010

Scott Shaffer  
Witness

Scott Shaffer  
Witness

By Gary Onderdonk  
Gary Onderdonk  
Incorporator

By Scott Shaffer  
Scott Shaffer  
Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby 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: December 2, 2010

Scott Shaffer  
Witness

By Gary Onderdonk  
Gary Onderdonk  
Resident Agent