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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 JAN 25 2011

**MELISSA R. SHARPSTEEN & ASSOCIATES, P.A.**  
*Attorneys & Counselors At Law*

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January <sup>19</sup>~~18~~, 2011

State of Florida  
Department of State  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: Articles of Incorporation for: **JD & CO. SALON & SPA, INC.**  
(PROPOSED CORPORATE NAME)

Dear Sir or Madam:

Enclosed you will find the original and one copy of the articles of incorporation of the above named entity accompanied by my firm's check in the amount of \$78.75 for filing fees and a certificate of status.

Please return the certificate to my offices at the above address. If your offices require any further information, do not hesitate to contact me.

Sincerely,

MELISSA R. SHARPSTEEN & ASSOCIATES, P.A.

  
Melissa R. Sharpsteen, Esquire

MRS/jss

cc: Jeffrey Losito

Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**JD & CO. SALON & SPA, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE ONE**  
**NAME**

The name of the proposed corporation is **JD & CO. SALON & SPA, INC..**

**ARTICLE TWO**  
**PRINCIPAL OFFICE, MAILING ADDRESS**

The street address of the initial principal office of the Corporation is 7244 Central Avenue, St. Petersburg, Florida, 33707.

**ARTICLE THREE**  
**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE FOUR**  
**PURPOSE**

The corporation is primarily organized to engage in and promote salon and spa services. The corporation may also transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE FIVE**  
**CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is 1,000, all of which shall be common shares without par value. The shares of the Corporation may be issued and sold by the Corporation, from time to time, for such consideration as may fixed from time to time by the Board of Directors and to such persons, firms or corporations as the Board of Directors in its discretion may designate. Any and all such shares so issued, if the full, fixed consideration, whether cash and/or property and/or services and/or goodwill, for such shares has been paid and or delivered shall be deemed full-paid stock and shall not be liable to any further call or assessment.

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**ARTICLE SIX**  
**STOCK TRANSFERS-AUTHORIZATION OF RESTRICTIONS**

All of the issued and outstanding shares of the corporation may be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the Secretary of the corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable time during business hours.

**ARTICLE SEVEN**  
**STOCKHOLDER'S MEETINGS: QUORUM**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series, unless otherwise required by the Florida Business Corporation Act or a Bylaw.

**ARTICLE EIGHT**  
**STOCKHOLDER'S MEETINGS: VOTING**

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by the Florida Business Corporation Act, these Articles of Incorporation or a Bylaw.

**ARTICLE NINE**  
**RIGHT TO ADOPT, AMEND AND REPEAL BY-LAWS**

Except as otherwise provided by law, the power to make, alter, amend and repeal the By-laws of the corporation shall be reserved to the Board of Directors of the Corporation.

**ARTICLE TEN**  
**BOARD OF DIRECTORS: EXERCISE OF CORPORATE POWERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of a Board of Directors, except as otherwise required by the Articles of Incorporation, the Bylaws or the Florida Business Corporation Act.

**ARTICLE ELEVEN**  
**BOARD OF DIRECTORS: NUMBER**

The Board of Directors of the corporation shall consist of at least two members, as fixed by or in the manner provided in the Bylaws. In the absence of a Bylaw providing for the number of Directors, the number shall be as that provided for herein.

**ARTICLE TWELVE**  
**DIRECTORS: QUORUM**

A majority of the number of Directors fixed by, or in the manner provided in the Bylaws, or of the number stated here shall constitute a quorum for the transaction of business, at a meeting of the Board of Directors unless a greater number is required by any Bylaw.

**ARTICLE THIRTEEN**  
**DIRECTORS: VOTING**

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by any Bylaw.

**ARTICLE FOURTEEN**  
**INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The initial registered office of the Corporation shall be located at 7244 Central Avenue, St. Petersburg, Florida, 33707. The initial registered agent of the Corporation at that office shall be Jeffrey Losito.

**ARTICLE FIFTEEN**  
**INCORPORATORS**

The name and address of the incorporator is: Jeffrey Losito, 7244 Central Avenue, St. Petersburg, Florida, 33707.

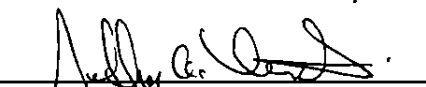
Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 1/11, 2011

  
Jeffrey Losito

The Incorporator hereby submits this document and affirms that the facts stated herein are true. The Incorporator is aware that submitting false information in a document to the Florida department of State constitutes a felony of the third degree as provided for in §817.155, Florida Statutes.

1/11, 2011

  
**JEFFREY LOSITO, Incorporator**

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CLERK OF STATE  
TALLAHASSEE, FLORIDA