

# P12000047888

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## FLORIDA PROFIT/NON PROFIT CORPORATION

Kay's Nails, Inc.

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May 22, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MACFARLANE FERGUSON & MCMULLEN

SUBJECT: KAY'S NAILS, INC.  
REF: W12000028226

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please type the name of the Registered Agent in article VI.

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P.O BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION**  
**OF**  
**KAY'S NAILS, INC.**

**ARTICLE I**

**Name**

The name of this corporation is: KAY'S NAILS, INC.

**ARTICLE II**

**Duration**

The term of existence of this corporation shall be perpetual.

**ARTICLE III**

**Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**Capital Stock**

This corporation is authorized to issue 7,500 shares at One (\$1.00) Dollar par value common stock, which shall be designated "common shares". The consideration to be paid for

Prepared by: J. Paul Raymond, Esq.  
P. O. Box 1669  
Clearwater, FL 33757  
(727) 441-8966  
Fla. Bar No. 169268

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each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

#### ARTICLE V

##### Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation 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 VI

##### Principal Office and Registered Agent

The street address of the principal office of this corporation is 3379 East Covered Bridge Drive, Dunedin, FL 34698 and the name of the initial registered agent of this corporation is J. Paul Raymond, Esquire and that address is 625 Court Street, Suite 200, Clearwater, FL 33756 .

#### ARTICLE VII

##### Initial Board of Directors and Officers

This corporation shall have 1 director initially. The number of directors and/or officers

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may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
KAYLA B. GORTNER	3379 East Covered Bridge Dr. Clearwater, FL 34698	President

#### ARTICLE VIII

##### Incorporators

The name and address of the person(s) signing these Articles is J. Paul Raymond, Esquire, 625 Court Street, Clearwater, FL 33756, as authorized representative of the corporation.

#### 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

##### Shareholder Quorum and Voting

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Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE XI

### Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

## ARTICLE XII

### Indemnification

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

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ARTICLE XIII

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.

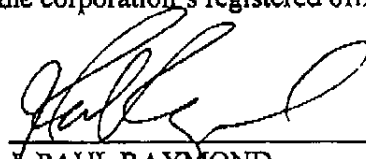
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21 day of May, 2012

  
\_\_\_\_\_  
J. Paul Raymond, as authorized representative

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of KAY'S NAILS, INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. Section 48.091, relative to keeping the corporation's registered office open.



J. PAUL RAYMOND  
Registered Agent

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