

P13000002649

(Requestor's Name)

From: (407) 649-7777
Edward Alexander
Entrepreneurship Law Firm, P.L.
220 N. Rosalind
First Floor
ORLANDO, FL 32801

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

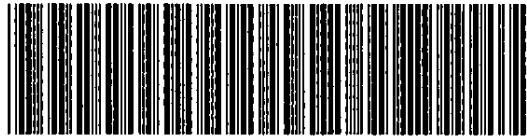
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700242935437

01/07/13--01035--029 **70.00

FILED
13 JAN -7 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01/09/13



January 4, 2013

Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation for Quality Jewelry and Pawn, Inc.

Dear Sir/Madam:

Enclosed please find: (A) the original signed articles of incorporation for Quality Jewelry and Pawn, Inc.; and (B) a check in the amount of \$70.00, to cover the filing fee. Please file the articles of incorporation and send notification of same to 220 N. Rosalind Ave., First Floor, Orlando, FL 32801.

If you have any questions or need further information, please call me at (407) 649-7777. Thank you for your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Alexander, Jr.', written over a horizontal line.

Edward R. Alexander, Jr.

Enclosures

FILED
13 JAN -7 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
QUALITY JEWELRY AND PAWN, INC.**

The undersigned incorporator, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I. Name

The name of this Corporation shall be:

QUALITY JEWELRY AND PAWN, INC.

ARTICLE II. Principal Office

The address of the principal office and the mailing address of the Corporation is: 12145 Cypress Landing Ave., Clermont, FL 34711

ARTICLE III. Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV. Capital Stock

Section 1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is five million (5,000,000) shares. The Corporation's capital stock shall have a par value of \$0.0001 per share.

Section 2. Common Stock. Three million (3,000,000) shares of the total number of authorized shares of capital stock shall be designated as common stock (the "**Common Stock**"). The Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

Section 3. Preferred Stock. Two million (2,000,000) shares of the total number of authorized shares of capital stock shall be designated as preferred stock (the "**Preferred Stock**"). One million (1,000,000) of the two million (2,000,000) shares of Preferred Stock shall be designated "**Series A Preferred Stock**" with the rights, preferences, privileges and restrictions set forth below in this ARTICLE IV. One million (1,000,000) shares (the "**Undesignated Preferred Stock**") of the two million (2,000,000) shares of Preferred Stock may be designated in one or more series with such rights, preferences, privileges and restrictions as the Board of Directors may establish, from time to time, subject only to the limitation and conditions imposed by Section 607.0602 of the Florida Business Corporation Act, except that notwithstanding the foregoing, a series may be established by the Board of Directors from the Undesignated Preferred Stock in accordance with Section 8 of this ARTICLE IV.

Section 4. Voting. Subject to any superior rights, preferences, privileges and restrictions that may be established or granted, from time to time, to any series of the Undesignated Preferred Stock in accordance with Section 3 of this ARTICLE IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote.

Section 5. Dividends. Subject to any superior rights, preferences, privileges and restrictions that may be established or granted, from time to time, to any series of the Undesignated Preferred Stock in accordance with Section 3 of this ARTICLE IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to receive on a pari passu basis, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 6. Liquidation. Subject to any superior rights, preferences, privileges and restrictions that may be established or granted, from time to time, to any series of the Undesignated Preferred Stock in accordance with Section 3 of this ARTICLE IV, upon the occurrence of a Liquidating Event (as defined below):

- (1) the holders of the Series A Preferred Stock, by reason of their ownership thereof, shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of the Common Stock or any other series of Preferred Stock that is not granted equivalent or superior liquidation preference rights in accordance with Section 3 of this ARTICLE IV, an amount equal to \$0.399 per share of Series A Preferred Stock (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares) (being the "**Series A Preferred Amount**"); and after payment of the Series A Preferred Amount the holders of all series and classes of the capital stock of the Corporation shall be entitled to participate on a pari passu basis according to the number of shares of capital stock of the Corporation held by such holders.

If upon the occurrence of a Liquidation Event, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to all such holders of the full Series A Preferred Amount, then the entire assets and funds of the Company legally available for distribution shall be divided between the shares of the Series A Preferred Stock on a pro rata basis.

"**Liquidating Event**" means: (A) the consolidation or merger of the Corporation into or with any other entity or entities or other change of control transaction which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof (other than a merger to reincorporate the Corporation in a different jurisdiction) in which the stockholders of the Corporation immediately prior to such transaction do not continue to hold a greater than 50% interest in the successor entity immediately following such transaction, or (B) a transaction or series of transactions that results in the transfer of more than 50% of the voting power of the Corporation, or (C) the sale,

FILED

13 JAN -7 AM 9:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

lease, license, transfer or other disposition by the Corporation of all or substantially all its assets (which shall include any effective transfer of such assets regardless of the structure of any such transaction as a license or otherwise), or (D) the bankruptcy, dissolution or other winding up of the Corporation.

Section 7. Conversion. Each share of Series A Preferred Stock shall be convertible, at the option of the Company, at any time after the date of issuance of such share, by payment of the then current liquidation preference for such share at the office of the Company or any transfer agent for such stock, and upon tender thereof, each such share shall be deemed converted into one share of fully paid and non-assessable Common Stock.

Section 8. Designation of Stock with Rights, Privileges and Preferences Superior to the Series A Preferred Stock. Notwithstanding any contrary provisions of the Florida Business Corporation Act, the Company may, in accordance with these Articles of Incorporation, issue all or any portion of the Undesignated Preferred Stock with rights, preferences, privileges, including, without limitation, conversion, voting, liquidation and dividend preferences, that are superior to those of the previously designated and issued Series A Preferred Stock of the Company, without the approval of the holders of the issued and outstanding Series A Preferred Stock, if, and only if:

- (1) the per share purchase price for each of the Additional Preferred Shares is equal to or greater than \$0.40 (as determined by the Board of Directors), subject to adjustment for splits and recapitalization events; and
- (2) no liquidation preference so designated is in excess of: (i) the per share purchase price for such Additional Shares; less (ii) \$0.001 per share, subject to adjustment for splits and recapitalization events.

Section 9. Consideration for Stock. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock and their judgment of such value shall be conclusive.

ARTICLE V. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 220 N. Rosalind Ave., 1st Floor, Orlando, FL 32801, and the name of the initial registered agent of this Corporation at that address is Entrepreneurship Law Firm, P.L., a Florida professional limited liability company.

FILED
JAN - 7 AM 9:10
CLERK OF DISTRICT COURT
HALL ASSESSES
FLORIDA

ARTICLE VII. Directors

Section 1. The initial number of Directors of this Corporation shall be four (4).

Section 2. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Section 3. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 4. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until their individual or collective successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Mark McNiel	12145 Cypress Landing Ave. Clermont, FL 34711
Shawn McNiel	12145 Cypress Landing Ave. Clermont, FL 34711
Louis Breeding	12145 Cypress Landing Ave. Clermont, FL 34711
David Calverley	12145 Cypress Landing Ave. Clermont, FL 34711

FILED
13 JAN -7 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 6. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 7. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII. Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Edward R. Alexander, Jr., Esq.	220 N. Rosalind Ave. Orlando, FL 32801

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE IX. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

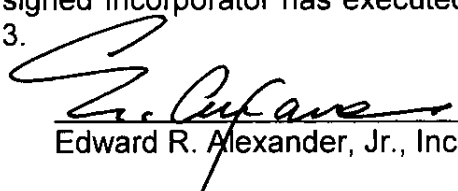
ARTICLE XI. Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XII. Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of January 4, 2013.

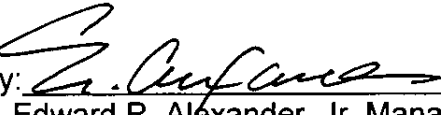

Edward R. Alexander, Jr., Incorporator

FILED
13 JAN -7 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Quality Jewelry and Pawn, Inc.

Entrepreneurship Law Firm, P.L.

By: 
Edward R. Alexander, Jr. Managing Member

FILED
13 JAN -7 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA