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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

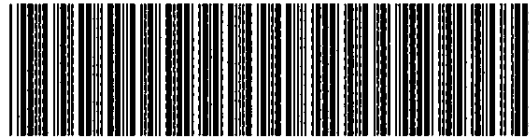
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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HALL OF RECORDS

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*[Handwritten signature]*

**NORTH TAMPA LAW CENTER**  
**of Gregory Paules, P.A.**  
**Attorney At Law**

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(813) 935-1704  
(813) 935-2486  
(813) 935-3834

12421 N. Florida Avenue  
Suite B-122  
Tampa, Florida 33612-4269

(813) 935-5904 Fax  
E-mail: northtampalaw@verizon.net

June 7, 2013

Corporate Records Bureau  
Division of Corporation  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: H & B Wholesalers, Inc.

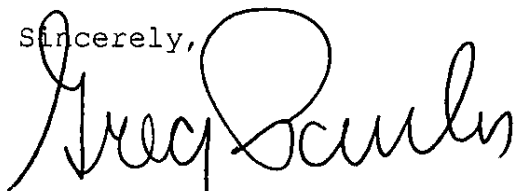
Dear Person:

Enclosed please find Articles of Incorporation of H & B Wholesalers, Inc., Designation and Acceptance of Registered Agent and our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	<u>\$ 8.75</u>
Total:	\$ 78.75

We would appreciate your filing these Articles, certifying them as the Articles of Incorporation, and returning them to our office.

Sincerely,



Gregory Paules  
Attorney at Law

GP/bkb  
Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**H & B WHOLESALERS, INC.**

We, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of a Corporation for profit.

**ARTICLE ONE - NAME**

The name of the Corporation shall be:

**H & B WHOLESALERS, INC.**

**ARTICLE TWO - DURATION**

This Corporation shall exist perpetually commencing on the date of receipt of these Articles by the Florida Department of State, Division of Corporations.

**ARTICLE THREE - PURPOSE**

The purpose of the Corporation is to engage in any and all phases of activities associated with wholesaling products and any other business under the laws of the United States and the State of Florida's General Corporation Act.

**ARTICLE FOUR - POWERS**

This Corporation shall have all the powers conferred by the laws of Florida on corporations.

**ARTICLE FIVE - CAPITAL STOCK**

This Corporation is authorized to issue 5000 shares of common stock,

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which should be designated "Common Shares". All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation.

#### **ARTICLE SIX - CAPITAL**

The amount of capital with which the Corporation will begin business shall be \$10,000.00.

#### **ARTICLE SEVEN - SHAREHOLDERS RIGHTS**

- (a) Each share of stock in this corporation shall entitle the holder thereof to one vote at any meeting of the corporation's shareholders;
- (b) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this corporation;
- (c) This corporation elects to have preemptive rights for the shareholders.

#### **ARTICLE EIGHT - INITIAL REGISTERED OFFICE AND AGENT**

The business address of the initial registered agent of the Corporation is:

7320 East Fletcher Avenue  
Tampa, Florida 33637

The name of the initial registered agent of this Corporation at the above address is:

**MARK S. DICKSON, CPA**

#### **ARTICLE NINE - PRINCIPAL OFFICE**

The principal place of business of the corporation shall be located at:

9713 North Nebraska Avenue, Suite B  
Tampa, Florida 33612

with any other place of business as may be determined and fixed by the Board of Directors from time to time.

#### **ARTICLE TEN - DIRECTORS**

This Corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by a majority vote of the shareholders but there shall never be less than two directors.

#### **ARTICLE ELEVEN - DIRECTORS**

The names and street addresses of the members of Board of Directors are as follows:

**HAROLD LEE DUNN**  
6348 Chiswick Court  
New Port Richey, Florida  
34655-4104

**BOBBY RAY THIGPEN**  
3150 Southport Drive  
Holiday, Florida  
34690-0000

#### **ARTICLE TWELVE - TRANSACTIONS WITH CORPORATIONS**

No contract or other transaction between this corporation and any other corporation or business entity, and no other contract or transaction of this corporation shall in any way be affected or invalidated by the fact that any director or officer of this corporation has a pecuniary or other interest in any other corporation or business entity or is a director or officer of any other corporation or business entity. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that they or he or the firm is so interested shall be disclosed or shall have been known to the board of directors. Any director or officer of this corporation who is also

a director or officer of any other corporation or business entity or member of any other firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation that shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other corporation or business entity or member of any other firm, or not so interested.

#### **ARTICLE THIRTEEN - BYLAWS**

(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal those bylaws, and to adopt new bylaws shall be vested in the board of directors of this corporation;

(b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided they are not inconsistent with the provisions of the law of the State of Florida or of the United States.

#### **ARTICLE FOURTEEN - AMENDMENTS**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE FIFTEEN - RESTRICTIONS OF TRANSFER OF STOCK**

Shares held by any shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or this corporation. The price and terms of which, and the time within which, such shares may be offered and sold shall be

further specified by written agreement among all of the shareholders and this Corporation.

#### **ARTICLE SIXTEEN - INCORPORATORS**

The names and post office addresses of the incorporators of this corporation are:

**HAROLD LEE DUNN**  
6348 Chiswick Court  
New Port Richey, Florida  
34655-4104

**BOBBY RAY THIGPEN**  
3150 Southport Drive  
Holiday, Florida  
34690-0000


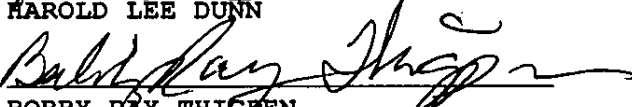
#### **ARTICLE SEVENTEEN - INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### **ARTICLE EIGHTEEN**

The corporation hereby elects to be treated as a Sub Chapter S corporation for federal tax purposes.

**IN WITNESS WHEREOF**, we have hereunto subscribed our names and affixed our seals to these Articles of Incorporation, on this 5th day of June, 2013.

  
\_\_\_\_\_  
**HAROLD LEE DUNN**  
  
\_\_\_\_\_  
**BOBBY RAY THIGPEN**

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

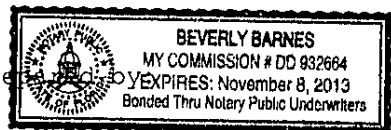
**BEFORE ME**, the undersigned authority, personally appeared, **HAROLD LEE DUNN and BOBBY RAY THIGPEN** being first duly sworn, depose and say

that they are the individuals subscribed in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed same for the purpose therein expressed.

**WITNESS** my hand and official seal in the above named County and State this 5th day of June, 2013 by the above named persons who have produced Florida Drivers' Licenses as identification.

*Beverly Barnes*  
NOTARY PUBLIC, STATE OF FLORIDA

These Articles of Incorporation have been prepared by



**NORTH TAMPA LAW CENTER OF GREGORY PAULES, P.A.**

12421 North Florida Avenue  
Suite B-122  
Tampa, Florida 33612-4269  
Telephone No. (813) 935-1704

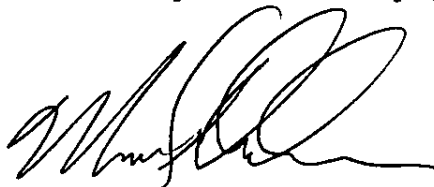


STATEMENT DESIGNATING REGISTERED AGENT  
AND ACCEPTANCE PURSUANT TO FLORIDA STATUTE 608.415

H & B WHOLESALERS, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Organization at Holiday, Florida has named **MARK S. DICKENS**, CPA, 7320 East Fletcher Avenue, Tampa, Florida 33637 that address as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named Registered Agent and to accept service of process for the above-stated corporation, H & B WHOLESALERS, INC. at the place designated in this certificate, 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 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.



MARK S. DICKENS, CPA  
7320 East Fletcher Avenue  
Tampa, Florida 33637

Dated: 6-5-13

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