

# P95000000229

## Transmittal Letter

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

December 28, 1994

000001368670  
-01/03/95--01009--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: HANDLEY PHOTOGRAPHERS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00. Please make the effective date of the incorporation January 1, 1995 or the date in which you process this application, if later than this date. Please do not assign an incorporation date in 1994.

FROM: Harold L. Ringeisen  
Ringeisen & Worrell, P.A.  
428-A Osceola Ave.  
Jacksonville Beach, FL 32250  
904/241-6062

FILED  
1995 JAN 3 PM 1:52  
TALLAHASSEE, FLORIDA

1/03/95  
Per Mr. Worrell, file  
as of 1/03/95  
BDB

BDB  
1/03/95  
P95-229

**ARTICLES OF INCORPORATION  
OF  
HANDLEY PHOTOGRAPHERS, INC.**

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1995 JAN 3 PM 1:52  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, codified as Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation (the "Articles") for such Corporation:

**Article I**

**Name**

The name of the Corporation is HANDLEY PHOTOGRAPHERS, INC. (the "Corporation"). The principal office and place of business and mailing address of the Corporation shall initially be at 12370 Twin Sands Trail East, Jacksonville, Florida 32246, but the Corporation may have and maintain branches, offices and places of business elsewhere in the State of Florida. The Board of Directors may change the Corporation's principal office and other offices without amending these Articles or the Corporation's Bylaws (the "Bylaws").

**Article II**

**Duration**

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

**Article III**

**Capital Stock**

The aggregate number of shares which the Corporation is Authorized to issue is two thousand (2,000). All shares shall be of a single class, common, and shall have no par value.

**Article IV**

**Purpose**

The purpose of the Corporation will be to engage in any activity or business permitted under the laws of the United States and under the laws of Florida.

The Corporation shall have the authority to do everything necessary, suitable, or proper for the accomplishment of any lawful purpose, the attainment of any object, or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms, partnerships, individuals, or as principal or agent, and to do every act or acts, thing or things incidental or appurtenant to, or growing out of, or connected with such object or authority.

#### **Article V**

##### **Initial Registered Office Agent**

The name and address of the initial registered agent and office of this Corporation is as follows:

Sandra F. Handley  
12370 Twin Sands Trail East  
Jacksonville, FL. 32246

#### **Article VI**

##### **Incorporator**

The name and address of the Incorporator of these Articles of Incorporation is Sandra F. Handley, whose address is 12370 Twin Sands Trail East, Jacksonville, FL 32246.

#### **Article VII**

##### **Officers**

The officers of the Corporation shall be a President and a Secretary/Treasurer, and such other officers as may be elected or appointed in the manner, at the times and for such terms of office as is fixed by the Bylaws.

#### **Article VIII**

##### **Board of Directors**

The business of the Corporation shall be managed and conducted by a Board of Directors (the "Board" or "Board of Directors") of not less than one and not more than twelve. The number of Directors may be either increased or decreased from time to time by amendment to the Bylaws or, where silent, in the manner provided by law, but shall never be less than one. The number of Directors shall be changed in accordance with provisions in the Bylaws. The qualifications of the Board of Directors, if any, shall be set forth in the Bylaws. The Board of Directors shall be elected in the manner set forth in the Bylaws.

#### **Article IX**

##### **Amendment of Bylaws**

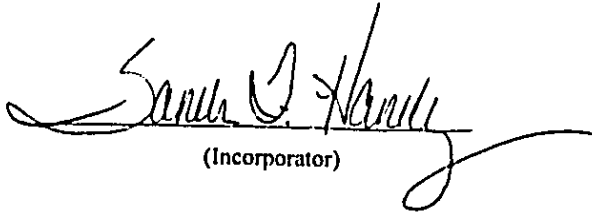
Unless otherwise prohibited by applicable law, the Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors of the Corporation at any meeting of the Board of Directors, or by the shareholders at any regular or special meeting of the shareholder of which due notice shall be given. Notice shall state the time and the place the meeting and the substance of the proposed amendment, alteration, rescission or other changes(s).

**Article X**

**Amendment to Articles**

The Articles of Incorporation may be amended by vote of a majority of the Corporation's shareholders present in person or represented by proxy at a lawful meeting of the shareholders provided, however, notice is given which includes notice of the proposed amendment.


**IN WITNESS WHEREOF**, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator, has executed these Articles of Incorporation this 28th day of December, 1994.

  
(Incorporator)

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF**  
**REGISTERED AGENT OF**  
**HANDLEY PHOTOGRAPHERS, INC.**

Pursuant to Section 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon **HANDLEY PHOTOGRAPHERS, Inc.**, a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 12370 Twin Sands Trail East, Jacksonville, Florida 32246.

**IN WITNESS WHEREOF**, I, such designated Registered Agent, have hereunto set my hand and seal at 12370 Twin Sands Trail East, Jacksonville, Florida 32246, Duval County, on this 29th day of December, 1994.

 (SEAL)  
Sandra F. Handley  
Registered Agent

FILED  
JAN 3 1995  
TALLAHASSEE  
FLORIDA