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TO: DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

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FAX: (904) 922-4000

PHONE: (306) 541-3894

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CAPTAIN CANVAS, INC.,

FAX AUDIT NUMBER: H95000000179

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JAN-05-1995 16:40 FROM EMPIRE

ARTICLES OF INCORPORATION

OF

CAPTAIN CANVAS, INC.

The undersigned hereby associates themselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

ARTICLE I

The name of the corporation is: CAPTAIN CANVAS, INC.
The principal place of business is 135 Madeira Road, Islamorada, Florida, 33036.

ARTICLE II

The general nature of the business to be conducted and carried on by this corporation is:

(a) To manufacture, purchase, sell and install canvas and canvas products of all kinds.

(b) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including, but not limited to, the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe-deposit, trust, insurance, surety, express, railroad,

EDWARD P. GUTTENMACHER, ESQ.
19 WEST FLAGLER ST. 14th FLOOR
MIAMI, FL 33130 (305) 871-1522
FL BAR NO. 147066

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(g) Stock

- (1) The corporation shall have the right to purchase, take, receive, or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares; but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus.
- (2) To the extent that earned surplus or capital surplus is used as the measure of the corporation's right to purchase its own shares, such surplus shall be restricted so long as such shares are held as treasury shares. Such restriction shall be allocated on a pro rata basis to the treasury shares and upon the disposition or cancellation of any such shares, the restriction shall be removed to the extent it is attributable to the shares disposed of or cancelled.
- (3) Notwithstanding the limitations contained in subsection (1), the corporation may purchase or otherwise acquire its own shares for the purpose of:

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authority to issue, execute, assign, and endorse notes, mortgages, bonds, and all other negotiable papers; to hold, buy, and sell stock of other corporations; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements, or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(k) The stockholders shall have the power, either in the by-laws of the corporation or by contractual agreement among themselves, to make any provisions for cumulative voting and to make any limitations on the sale, assignment, transfer, pledge, hypothecation, or other disposition of the stock of the corporation, as to which the stockholders of the corporation deem necessary and/or proper, for the best interests of the corporation.

(1) The objects and purposes specified in the foregoing clauses shall, except where otherwise specified, be in no wise limited or restricted, by reference to, or inference from, the terms of any other clause in these Articles of Incorporation; but the objects and purposes specified in each of the foregoing clauses of these Articles shall be regarded as independent objects and purposes.

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ARTICLE III

(a) The shareholders are authorized to enter into an agreement regarding the limitations and requirements of voting, which said agreement shall be binding upon all persons.

(b) The maximum shares of stock which this corporation is authorized to have outstanding at any time shall be SEVEN THOUSAND, FIVE HUNDRED (7,500) shares common, at ONE (\$1.00) DOLLAR par value each, and all said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and the Regulations issued thereunder, said offering of this stock under said provisions of the Internal Revenue Code to continue for a period not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida.

(c) All of the aforementioned stock is to be issued as fully paid for and non-assessable.

(d) There shall be preemptive rights to acquire unissued shares of the corporation, or securities of the corporation convertible into or carrying a right to or acquiring shares. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock; the said purchase shall be on such basis, and for such consideration, and the issuance of so much capital stock as the Directors of the Corporation may decide.

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ARTICLE IX

The amount of capital with which this corporation may begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

The existence of this corporation is perpetual.

ARTICLE VI

The name and street address of the initial registered agent and registered office of this corporation is: NICOLE LESKO, 138 Madeira Road, Islamorada, Florida, 33036. However, this corporation may, from time to time, move the principal office to any other address in Florida, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE VII

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be fewer than one.

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

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- (6) To confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statutes.

ARTICLE IX

No contract or other transaction between the corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is interested in, or is a member, stockholder, director or officer of such other firm or corporation; and any director or officer, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person, firm, association, or corporation shall be affected or invalidated by reason of the fact that any director or officer of the corporation, is a party to, or interested in, such contract, act, or transaction, or in any way connected with such person, firm, association, or corporation; and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the

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benefit of himself or any firm, association, or corporation in which he may in any wise be interested; directors, when so interested, shall be counted present at directors' meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

ARTICLE X

The names and street address of the first Board of Directors are:

NAME	ADDRESS
NICOLE LESKO	135 Madeira Road Islamorada, FL 33036
LORAN VAN VLEET	135 Madeira Road Islamorada, FL 33036

ARTICLE XI

The names and street addresses of each subscriber and incorporator of these Articles of Incorporation are:

NAME	ADDRESS
NICOLE LESKO	135 Madeira Road Islamorada, FL 33036
LORAN VAN VLEET	135 Madeira Road Islamorada, FL 33036

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Loran Van Vleet
LORAN VAN VLEET, subscriber

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ACKNOWLEDGEMENT

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

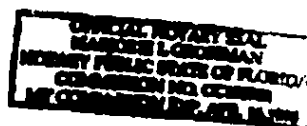
Nicole Lesko
NICOLE LESKO, Registered Agent

STATE OF FLORIDA)
COUNTY OF Duval) SS:

The foregoing instrument was acknowledged before me this 4th day of January, 1995, by NICOLE LESKO, who is personally known to me and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Blanchard, Duval County, Florida, this 4th day of January, 1995.

Samuel L. Johnson
Notary Public, State of Florida
at Large



My commission expires: April 16, 1996

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PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 DEC 11 AM 11:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **PA50000001373**

1. Corporation Name
CAPTAIN CANVAS, Inc
135 MADEIRA Road
Islamorada, Florida 33036

Principal Place of Business
135 Madeira Road
Islamorada, FL 33036

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, if Applicable
Suite, Apt. #, etc.
City & State
Zip
Country

3. New Mailing Address, if Applicable
Suite, Apt. #, etc.
City & State
Zip
Country

REINSTATEMENT

DO NOT WRITE IN THIS SPACE
4. Date incorporated or Qualified To Do Business in Florida
1-6-95
5. FEI Number
65-0547302
Applied For
Not Applicable

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

Title(s)	Name of Officers and/or Directors	Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	City / State / Zip
1	2	3	4
Pres	Nicole Lesko	135 Madeira Road Islamorada, FL 33036	Islamorada, FL 33036
V. Pres	LOREN VAN Vleet	135 Madeira Road	Islamorada, FL 33036

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****375.00 ****375.00

8. Name and Address of Current Registered Agent

Nicole Lesko
135 Madeira Rd
Islamorada, FL 33036

9. Name and Address of New Registered Agent

Name
Gerald Creasman
Street Address (P.O. Box Number is Not Acceptable)
12374 SW 92 Ave
Suite, Apt. #, Etc.
#4
City
Miami

State
FL
Zip Code
33156

10. I, being appointed registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.
Signature of Registered Agent
Gerald E. Creasman
REGISTERED AGENT MUST SIGN

Date
12/4/96

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☒ No ☐

(See other side for information on intangible tax.)

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in Chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: **Niki Lesko**
SIGNATURE AND TITLED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

12/4/96 x 305 661 4766
Daytime Phone