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FILINGS, INC. TERESA ROMAN

DIVISION OF CORPORATION

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

500001416895  
-02/28/95--01054--011  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MICHAEL'S CUSTOM SHIRTS, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out ☒ Will wait ☐ Photocopy

☐ Certificate of Status

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

2-28  
KON

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 FEB 28 AM 10:56

**ARTICLES OF INCORPORATION**  
**OF**  
**MICHAEL'S CUSTOM SHIRTS, INC.**

The undersigned Subscribers who are of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt and acknowledge the following Articles of Incorporation for this corporation:

**ARTICLE I**

The name of this Corporation shall be:

**MICHAEL'S CUSTOM SHIRTS, INC.**

**ARTICLE II**

This Corporation shall exist perpetually unless sooner dissolved according to the law.

**ARTICLE III**

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things with any and all powers to the same extent as natural persons might or could do and specifically the corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE IV**

The Capital Stock authorized, the par value thereof, and

the characteristics of such stock shall be as follows:

10,000 Shares all Common Stock, at \$1.00 Par Value.

Remuneration for said stock shall be payable in cash, property (real or personal), labor, or services in lieu of cash, at such valuation as may be fixed from time to time by the Board of Directors of this Corporation.

#### **ARTICLE V**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury rights.

#### **ARTICLE VI**

The street address of the initial registered office of this Corporation is: 1601 N. Palm Avenue, Suite 309 C, Pembroke Pines, Florida, 33026 and the initial registered agent of this Corporation is: MICHAEL JAFFEE.

#### **ARTICLE VII**

The street address of the principal office of the this Corporation is: 1601 N. Palm Avenue, Suite 309 C, Pembroke Pines, Florida, 33026. The mailing address of the Corporation is 3389 Sheridan Street, #195, Hollywood, Florida, 33021.

**ARTICLE VIII**

The names and street addresses of the first Board of Directors of this Corporation, who shall hold office for the first year or until successors are elected or appointed and have been qualified shall be:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
MICHAEL JAFFEE	3389 Sheridan Street, #195, Hollywood, Florida, 33021.

This Corporation shall have (1) Director, Initially.

**ARTICLE IX**

The names and address of the persons signing these Articles as Incorporators are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
MICHAEL JAFFEE	3389 Sheridan Street, #195, Hollywood, Florida, 33021.

**ARTICLE X**

The power to adopt, alter amend or repeal the By-Laws shall be vested in the Board of Directors and the Stockholders provided, however, that the Stockholders may specifically provide in any By-Laws made by them that such By-Laws shall be altered, amended or repealed by the Board of Directors.

**ARTICLE XI**

At each election for directors, every stockholder entitled to vote at such election shall have the right to cumulate his or her votes by giving one candidate as many votes as the

number of directors to be elected at that time multiplied by the number of his or her shares, or by distributing such votes on the same principal among any number of such candidates.

#### ARTICLE XII

The affirmative vote of seventy-five (75%) per cent of the shares of this Corporation issued and outstanding, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this Corporation.

#### ARTICLE XIII

Shares of Capital Stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite the name:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
MICHAEL JAFFEE	3389 Sheridan Street, #195, Hollywood, Florida, 33021.	1 0 0

Before there can be a valid sale or transfer of any of the common shares of the Corporation by any holder thereof, such holder shall first offer said shares to the Corporation and then to the other holders of common shares in the following manner:

- (1) Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intent into sell or transfer such shares. Within eight (8) days thereafter such shares so offered at the price and on the terms and conditions stated in the notice provided, however,

that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of the eight (8) day period, or prior thereto decline to purchase the shares, the secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the common shareholders of record a copy of the notice given by the shareholder to the secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address, as such address may appear on the books of the Corporation. Within eight (8) days after the mailing or delivering of the copies of the orders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall delivery by mail, or otherwise, to the secretary of the Corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price thereof with authorization to pay such price against delivery of the shares.

- (2) If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion to such shares as the number of the shares of the Corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.
- (3) If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share as provided above shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to

purchase shares in excess of those to which they are entitled under such apportionment.

- (4) If within said eight (8) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in the notice to any person or persons whomsoever; provided, however that they shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in the notice to the secretary of the Corporation.

#### ARTICLE XIV

The Corporation shall be managed by the Board of Directors unless the Stockholders shall by a majority vote hereafter determine that the Corporation shall be managed by the Stockholders.

#### ARTICLE XV

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act. The provisions of said act shall extend to this Corporation insofar as the same shall be applicable.

#### ARTICLE XVI

The Stockholders of this Corporation shall have the exclusive authority to fix the compensation of the directors of this Corporation.

#### ARTICLE XVII

No contract or other transaction between this Corporation and one or more of its directors or any other corporation, firm association or entity in which one or more of the directors are directors or officers, or are financially interested shall be either void or voidable because of that relationship or interest, or because that director or those directors are present at the meeting of the Board of Directors or a committee that authorizes, approves or ratifies the contract or transaction or because his, her or their votes are counted for that purpose, if:

- (1) The fact of that relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the Shareholders; or
- (2) The fact of that relationship or interest is disclosed or known to the Stockholders entitled to vote and they authorize approve or ratify the contract or transaction by vote or written consent; or
- (3) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, committee or the Stockholders.

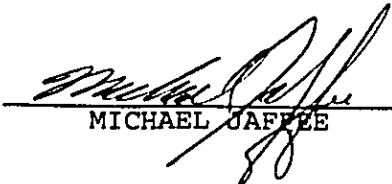
#### ARTICLE XVIII

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

**ARTICLE XIX**

This Corporation, through its stockholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation this 23 day of February, 1995.

  
MICHAEL JAFFEE (SEAL)

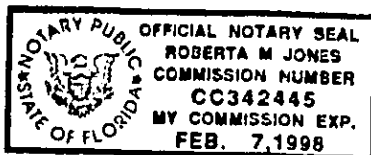
STATE OF FLORIDA     )  
                              ) ss  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared MICHAEL JAFFEE, to me known to be the individual described in and who executed and the foregoing instrument and the acknowledge before me that the same was executed for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 23 day of February, 1995.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING THE  
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST, MICHAEL'S CUSTOM SHIRTS, INC., ~~INC.~~ DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH  
ITS PRINCIPAL, PLACE OF BUSINESS AT 1601 N. Palm Avenue, Suite 309  
C, Pembroke Pin ., Florida, 33026, IN THE CITY OF Pembroke Pines,  
STATE OF FLORIDA, HAS NAMED MICHAEL JAFFEE, LOCATED AT 1601 N. Palm  
Avenue, Suite 309 C, Pembroke Pines, Florida, 33026.

(POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Michael Jaffee  
TITLE: President  
DATE: 2/23/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Michael Jaffee  
MICHAEL JAFFEE, REGISTERED AGENT

DATE: 2/23/95