

P95000018047

Charter Number Only

3/01/95

Broward Review

Requester's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

200001418922
-03/02795--01021--012
****122.50 ****122.50

CORPORATION(S) NAME

Howard Kodner Galleries,

FILED



EMPIRE Toll Free: 1-800-432-3028

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

H. SIMS MAR - 2 1995



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 2, 1995

EMPIRE

MIAMI, FL

SUBJECT: HOWARD KODNER GALLERIES, INC.
Ref. Number: W95000004700

FILED
MAR 8 1995
FBI

We have received your document for HOWARD KODNER GALLERIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Hope Sims
Corporate Specialist

Letter Number: 695A00009448

ARTICLES OF INCORPORATION
OF
HOWARD KODNER GALLERIES, INC.

FILED
65 MAR 9 PM 12 16

The undersigned, acting as Incorporator of a Corporation under the laws of the State of Florida adopt the following Articles of Incorporation for such Corporation.

FIRST: The name of the Corporation is HOWARD KODNER GALLERIES, INC.

SECOND: The period of duration of the Corporation is perpetual.

THIRD: The purpose for which this Corporation is organized is to engage in any activity of business permitted under the laws of the State of Florida and of the United States.

FOURTH: Authorized Shares.

NUMBER: The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of the Capital Stock with par value of no par per share.

INITIAL ISSUE: 200 shares of the capital stock of the Corporation shall be issued at a par value of no par per share.

STATED CAPITAL: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated Capital of the Corporation at any particular time.

DIVIDENDS: The holders of the outstanding Capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

NO CLASSES OF STOCK: The share of the Corporation are not to be divided into classes.

NO SHARE IN SERIES: The Corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the Corporation and the principal office is the name of the initial Registered Agent at that address is Barbara Crown, 1211 Bahama Bend, Coconut Creek, Florida 33066.

SIXTH: The initial Board of Directors shall consist of one director, Michael Lapat, or his designee/successor; a does not need to be a resident of the State of Florida nor be a shareholder of the Corporation. However, the Corporation shall be authorized to increase or decrease the number of members of the Board of Directors by a vote of two-thirds of the shares of stock in favor

of such a proposal.

SEVENTH: The name and address of the person who shall serve as Director until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, is as follows:

Michael Lapat

EIGHTH: The name and address of the Incorporator and Registered Agent. Initial principal office and mailing address of Registered Agent is as follows:

Barbara Crown
1211 Bahama Bend
Coconut Creek, Florida 33066

NINTH: Two-thirds of the Stockholders of the Corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a two-thirds vote of the common stock.

ELEVENTH: The holders of the common stock of this Corporation shall have the preemptive right to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such share(s) of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition

to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder to all shares of common stock currently authorized and issued.

TWELFTH: Where permitted by law, the Board of Directors will be permitted to conduct meetings of the Board of Directors by conference telephone call, provided two-thirds of the Board of Directors consent to said meeting via conference telephone call. Said consent must be confirmed in writing.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation in the City of Coconut Creek, Florida, on this 28 day of February, 1995.

Barbara Crown

Barbara Crown
INCORPORATOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
55-13-3
JUN 19 1965
FBI - TAMPA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that Barbara Crown desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named,

Barbara Crown
1211 Bahama Bend
Coconut Creek, Florida 33066

STATE OF FLORIDA, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 ON MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Barbara Crown
Registered Agent