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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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03/16/95--01076--004  
\*\*\*122.50 \*\*\*122.50

LETTER OF TRANSMITTAL

DATE: MAY 1, 1994

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FL 32314

HENDERSON'S FAMILY FURNITURE, INC.

-----  
(name of corporation)

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF  
ARTICLES OF INCORPORATION TOGETHER WITH A CHECK IN THE  
AMOUNT OF 122.50.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED  
COPY OF ARTICLES OF INCORPORATION AND FEE FOR  
REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

VERY TRULY YOURS,

  
STEPHANIE HENDERSON

-----  
(individual's name)

HENDERSON'S FAMILY FURNITURE, INC.

-----  
(name of corporation)

AUTHORIZATION BY PHONE TO

CORRECT RA address

DATE 3/16/95

DOC EXAM Deir Brown

MAILING ADDRESS OF  
CORPORATION

-----  
P.O. BOX 3962  
N. FT. MYERS, FL 33918

-----  
813-997-4433

200000 MAR 16 1995

ARTICLES OF INCORPORATION

OF  
HENDERSON'S FAMILY FURNITURE, INC.  
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TALLAHASSEE, FLORIDA

(name of corporation)  
THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF  
INCORPORATION, NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREDY  
FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME  
THE NAME OF THE CORPORATION IS:  
HENDERSON'S FAMILY FURNITURE, INC.  
-----

ARTICLE II- DURATION  
  
THE CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED  
ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE  
  
THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN  
ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE  
UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK  
  
THE CORPORATION IS AUTHORIZED TO ISSUE 100---SHARES( 100 ) OF  
COMMON STOCK. DOLLAR(S) ( \$ 100 ) PAR VALUE COMMON  
STOCK, WHICH SHALL BE DESIGNED " COMMON SHARES )."

ARTICLE V - INITIAL REGISTERED OFFICE AND  
AGENT

THE PRINCIPAL OFFICE, IF KNOWN, OR THE MAILING ADDRESS OF THE  
CORPORATION IS: HENDERSON'S FAMILY FURNITURE ,INC.  
NAME--

ADDRESS P.O. BOX 3962  
N. FT. MYERS. FLORIDA ZIP 33918

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT  
OF THIS CORPORATION IS:

NAME-- STEPHANIE HENDERSON  
ADDRESS: ~~P.O. BOX 3962~~ 903 Pondella Road  
CITY N. FT. MYERS. FLORIDA ZIP ~~33918~~ 33903

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE FOUR ( 3 ) DIRECTORS  
INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR  
DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER  
BE LESS THAN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL

DIRECTOR(S) OF THE CORPORATION ARE AS FOLLOWS:

NAME STEPHANIE HENDERSON  
CITY P.O. BOX 3962  
N. FT. MYERS, FL 33918

NAME STEVE HENDERSON  
STREET P.O. BOX 3962  
CITY N. FT. MYERS, FL 33918

ARTICLE V II- INCORPORATIONS

THE NAME AND ADDRESS OF THE INCORPORATORS SIGNING THE  
ARTICLES OF THE INCORPORATIONS ARE AS FOLLOWS:

NAME STEPHANIE HENDERSON  
P.O. BOX 3962  
N. FT. MYERS, FL 33918  
NAME STEVE HENDERSON  
P.O. BOX 3962 N. FT. MYERS, FL 33918

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER(S) HAVE  
EXECUTED THESE ARTICLES OF INCORPORATION THE FIRST  
DAY OF MAY 1994.

SEAL)

*Stephanie Henderson*  
*Steve Henderson*

-----STEPHANIE HENDERSON PRES.  
-----STEVE HENDERSON SEC/TRES  
-----CARRIE HENDERSON V/P  
-----V/P

STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE  
ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE,  
PERSONALLY APPEARED  
STEPHANIE & STEVE HENDERSON, & CARRIE HENDERSON

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE  
FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED  
BEFORE ME THAT THEY EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL,  
IN THE STATE AND COUNTY AFORESAID, THIS 22ND DAY OF APRIL  
1994.

*Peggy J. Williams*  
-----  
-PEGGY J. WILLIAMS NOTARY

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP JULY 18, 1995  
BONDED THRU GENERAL INS. UND.

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

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TALLAHASSEE, FLORIDA

OF  
HENDERSON'S FAMILY FURNITURE, INC.

-----  
( Name of Corporation)

PURSUANT TO FLORIDA STATUTES SECTION 48.091 AND 607.0501,  
THE FOLLOWING IS SUBMITTED:

THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS  
OF THE STATE OF FLORIDA WITH ITS REGISTERED OFFICE AS  
INDICATED IN THE ARTICLES OF INCORPORATION AT

~~P.O. BOX 3062~~ 903 Pondella Road -----  
N. FT. MYERS, FL ~~33916~~ 33903 -----

-----HAS NAMED ---STEPHANIE HENDERSON-----  
-----LOCATED AT THE AFORESAID ADDRESS, ITS REGISTERED  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

STEPHANIE HENDERSON

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE  
DESIGNATED IN THIS CERTIFICATE, AND BEING FAMILIAR WITH THE  
OBLIGATIONS OF THAT POSITION, I HEREBY ACCEPT TO ACT IN THIS  
CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA  
LAW IN KEEPING OPEN SAID OFFICE.

  
-----  
STEPHANIE HENDERSON      REGISTERED AGENT