

P950000B 7244

Barrisford Photographers + Art Gallery, Inc.
505 West Adams Street
Jacksonville, Florida 32202

OFFICE USE ONLY

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #) 100001468171
-05/01/95--01033--004
*****70.00 *****70.00
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input 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

FILED
95 MAY 10 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAY 4 1995
789, 634, 706, 671
-095-9468

Examiner's Initials _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 4, 1995

BERISFORD PHOTOGRAPHERS & ART GALLERY
505 W ADAMS STREET
JACKSONVILLE, FL 32202

SUBJECT: BERISFORD PHOTOGRAPHERS & ART GALLERY, INC.
Ref. Number: W9500009468

We have received your document for BERISFORD PHOTOGRAPHERS & ART GALLERY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 995A00021767

Florida Department Of State
Division of Corporations
Corporate Records
P.O. Box 6327
Tallahassee, FL 32314
05/09/95

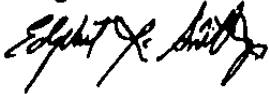
Dear Mr Register

In reference to letter # 995A0021767:

Please be advised that Barieford Photographers & Art Gallery, Inc. have the same principal office and mailing address of:

Barieford Photographers & Art Gallery, Inc.
505 W. Adams Street
Jacksonville, FL 32202
(904) 353-0628 1-800-353-0638

Edgebert J. Smith Jr.



FILED

95 MAY 10 AM 7:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BERISFORD PHOTOGRAPHERS & ART GALLERY, INC.

ARTICLE 1 - NAME

The name of this Corporation is Berisford Photographers & Art Gallery, Inc. 505 W Adams street, Jacksonville, FL 32202.

ARTICLE 11 - DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE 111 - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his 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 shares, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE VII - GREATER VOTING REQUIREMENT FOR SHAREHOLDERS
WITH RESPECT OF SOME MATTERS

The affirmative vote of a majority of the shares of this Corporation entitled to vote shall be required for the authorization of a merger, consolidation, sale of substantial assets, and amendments.

ARTICLE VIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of shareholders of this Corporation to any plan of merger shall be required in every case, whether or not that approval is required by law.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the board of directors.

This Corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be increased from time to time by the bylaws; however, there shall never be less than one director nor more than ten. The name and address of the initial Board of Directors of the Corporation is:

Edgobert J. Smith
505 West Adams Street
Jacksonville, FL 32202

Rita L. Smith
505 West Adams Street
Jacksonville, FL 32202

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such persons as shall be provided by the shareholders.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI - INCORPORATOR

The name and address of the Incorporator signing these Articles is Rita L. Smith, 505 West Adams Street, Jacksonville, FL 32202.

ARTICLE XII - INDEMNIFICATION

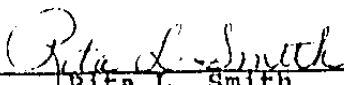
This Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

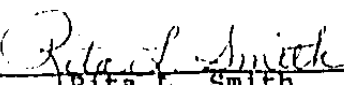
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - INITIAL REGISTERED OFFICE AND AGENT

The street address and the mailing address of the initial registered office of this Corporation is 505 W. Adams Street, Jacksonville Florida 32202, and the name of the initial Registered Agent of this Corporation at that address is Rita L. Smith. Having been named as Registered Agent and to accept service of process for the above stated Corporation, I hereby accept the appointment as Registered Agent and agree to act in that capacity.


Rita L. Smith


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation of the 24th day of April, 1995.


Rita L. Smith

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Rita L. Smith unto me and known by me to be the person who executed the foregoing Articles of Incorporation and who accepted the appointment as Registered Agent, and she acknowledged before me that she executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 24th day of April, 1995 at Jacksonville, Duval County, Florida.


Notary Public
State of Florida At Large
My Commission Expires _____



FILED
95 MAY 10 AM 7:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE