

995000045153

6-8-95

John Elias

Regulator's Name

15225 N. W. 77 Ave

Address

Miami Lakes, FL 33104

City

State

Zip

Phone

VALIDATION ONLY

FILED  
1995 JUN 12 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

CAPELLO HAIR AND COLOR, INC.



FLORIDA  
Toll Free: 1-800-432-3028

DIVISION OF CORPORATE REGISTRATION  
95 JUN 12 PM 2:15  
TALLAHASSEE, FLORIDA

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
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- Will Wait
- Merger
- Mark
- Other
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- Certificate Under Seal
- After 4:30
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Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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CHECKED JUN 12 1995

ARTICLES OF INCORPORATION  
OF  
CAPELLO HAIR AND COLOR, INC.

FILED  
1995 JUN 12 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is CAPELLO HAIR AND COLOR, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this Corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a 1.00 par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 15225 N. W. 77 Avenue, Miami Lakes, Florida 33014,

Prepared by: John Elias, Esq., Florida Bar No: 650341  
15225 N.W. 77 Ave., Miami, Lakes, FL 33014  
(305) 558-4933

and the name of the initial registered agent at that address is John Elias, Esquire. The street address of the Principal Office of this corporation is: 1040 Weston Road, Fort Lauderdale, Florida 33326.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have 2 directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. The name and addresses of the Board of Directors of this corporation are:

Ronald Ramos  
1040 Weston Road  
Fort Lauderdale, FL 33326

Linda Ramos  
1040 Weston Road  
Fort Lauderdale, FL 33326

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator to these Articles of Incorporation is:

John Elias, Esquire  
15225 NW 77th Avenue  
Suite 202  
Miami Lakes, FL 33014

ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suite or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against all expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by

him or her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or the best interests of corporation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against all expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the

corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an accounting from or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

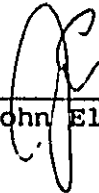
D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose

interests would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8 day of June, 1995.


  
\_\_\_\_\_  
John Elias, Incorporator

STATE OF FLORIDA    )  
                          )SS  
COUNTY OF DADE    )

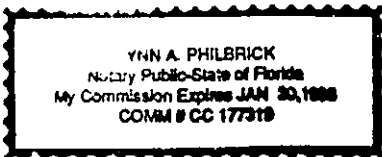
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared John Elias, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 8<sup>th</sup> day of

June, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My commission expires:




CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.034, FLORIDA  
STATUTES, as may be amended, the following is submitted:

That, CAPELLO HAIR AND COLOR, INC. is desiring to organize and  
qualify as a corporation under the laws of the State of Florida,  
with its initial registered office at 15225 N. E. 77 Avenue, Miami  
Lakes, Florida 33014, has named John Elias, whose address is 15225  
N. E. 77 Avenue, Miami Lakes, Florida 33014, as its Registered  
Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the  
above-stated corporation, at the place designated in this  
Certificate, John Elias hereby agrees to act in this capacity, and  
further agrees to comply with the provisions of all statutes  
relative to the proper performance his duties.

  
\_\_\_\_\_  
JOHN ELIAS

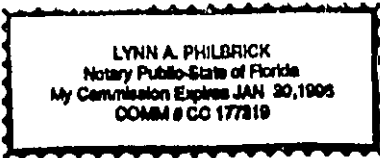
STATE OF FLORIDA     )  
                              )SS  
COUNTY OF DADE     )

BEFORE ME, a Notary Public authorized to take acknowledgments  
in the State and County set forth above, personally appeared John  
Elias, known to be and known by me to be the person who executed  
the foregoing Certificate Designation Registered Agent and Office,  
and he acknowledged before me that he executed same for the  
purposes and in the capacities set forth therein.

IN WITNESS THEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 8<sup>th</sup> day of June, 1995.

  
NOTARY PUBLIC, STATE OF  
FLORIDA

My commission expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA