

P95000052198

606 UPPER 8th AVE. SO.  
JAX, BEACH, FL. 32250  
(City, State, Zip) (Phone #)

OFFICE USE ONLY

300001529739  
-07/05/95--01039--003  
\*\*\*\*122.50 \*\*\*\*122.50

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

1. 2/15 N Her Toys, 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

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JUL -3 PM 12:56

FILED

107  
7-6

Examiner's Initials

ARTICLES OF INCORPORATION

OF

**His N Her Toys, Inc.**

FILED  
95 JUL -3 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

NAME

The name of the Corporation is His N Her Toys, Inc.. The principal office address and the mailing address of said Corporation is 606 Upper 8th Avenue South Jacksonville Beach, Florida 32250.

**ARTICLE II**

DURATION

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

**ARTICLE III**

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 hereafter be amended.

#### **ARTICLE IV**

##### **CAPITAL STOCK**

This corporation is authorized to issue 7500 shares of no par value stock which shall be designated as "Common Stock".

#### **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 pro-rata 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**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 606 Upper 8th Avenue South Jacksonville Beach, Florida 32250 and the name of the initial registered agent of this corporation at that address is ROBERT H. GILLESPIE.

#### **ARTICLE VII**

##### **INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors constituting the initial Board of Directors. The board of directors shall be appointed by the corporation's shareholders. The number of directors may be either increased or decreased from time to time by the bylaws;

however, there shall never be less than one Director. The name and address of the initial Board of Directors of the corporation is:

ROBERT H. GILLESPIE  
606 Upper 8th Avenue South  
Jacksonville Beach, Florida  
32250

NANCY K. GILLESPIE  
606 Upper 8th Avenue South  
Jacksonville Beach, Florida 32250

#### **ARTICLE VIII**

##### **INCORPORATORS**

The name and address of the Incorporator signing these articles is:

ROBERT H. GILLESPIE  
606 Upper 8th Avenue South  
Jacksonville Beach, Florida 32250.

#### **ARTICLE IX**

##### **INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by the Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under the said provisions from and against any and all the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and

shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### ARTICLE X

##### 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.

STATE OF FLORIDA

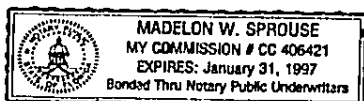
COUNTY OF DUVAL

Robert H. Gillespie  
ROBERT H. GILLESPIE  
Incorporator  
FLDL G421 768 38 041

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared ROBERT H. GILLESPIE, 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.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 30 day of June, 1995.

Madelon W. Sprouse  
NOTARY PUBLIC IN AND FOR THE  
STATE OF FLORIDA. Exp 1-31-97



**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes,  
the following is submitted:

FIRST, that His N Her Toys, Inc. desiring to organize or qualify  
under the laws of the State of Florida, with its principle place of  
business at 606 Upper 8th Avenue South Jacksonville Beach, Florida  
32250 has named ROBERT H. GILLESPIE as its agent to accept service or  
process within Florida. Dated this 30 day of  
June, 1995.

Robert H. Gillespie  
ROBERT H. GILLESPIE  
Director

SECOND, that having been named to accept service of process  
for the above named 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 performance of my duties.

Robert H. Gillespie  
ROBERT H. GILLESPIE  
Registered Agent

FILED  
95 JUL -3 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA