

P96000006308

**JOHN C. COOLEY, JR.
117 SWEET BAY AVENUE
NEW SMYRNA BEACH, FLORIDA 32168**

January 8, 1996

Division of Corporations
Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

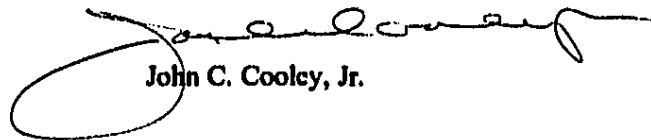
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RE: New Corporation

Dear Sirs:

Please find the original and a copy of the articles of incorporation for John Cooley, Inc. I am enclosing a check in the amount of \$122.50 to cover this filing. Please file the articles and return a certified copy to the above address.

Sincerely,



John C. Cooley, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
JOHN COOLEY, INC.**

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

JOHN COOLEY, INC.

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States and permitted under the laws of the State of Florida:

A. To import, export, buy, sell, and lease floor coverings or other items which are advantageous or proper in the conduct of the said business or businesses.

B. To exercise generally such powers as may be incident to or convenient for the purpose and business of the Corporation and to have, exercise, and enjoy all the rights and privileges of Corporation for profit under the laws of the State of Florida.

It being expressly provided that the foregoing enumerated powers shall not be held to limit or restrict the general powers of the Corporation.

ARTICLE III

The maximum number of shares of stock this corporation may issue is one hundred shares of common stock, which shall be common stock of \$1.00 par value. All said common stock shall be payable in cash, or payable by property, labor, or services at a just valuation fixed by the stockholders. Property, labor, or services may be purchased or paid for with capital stock at a just valuation fixed by the Board of Directors.

ARTICLE IV

The amount of capital with which this Corporation shall begin is not less than One Thousand (\$ 1,000.00) Dollars.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The principal office of the Corporation shall be at 117 Sweet Bay Avenue, New Smyrna Beach, Volusia County, Florida 32168. The mailing address of the Corporation shall be 117 Sweet Bay Avenue, New Smyrna Beach, Florida 32168. The registered agent is John C. Cooley, Jr. 117 Sweet Bay Avenue, New Smyrna Beach, Volusia County, Florida 32168.

ARTICLE VI

The business of the Corporation shall be managed by the Board of Directors to be elected by the stockholders as provided in the by-laws of the Corporation.

ARTICLE VII

The name and residence address of the person signing these Articles of Incorporation as subscriber is as follows:

John C. Cooley, Jr.
117 Sweet Bay Avenue
New Smyrna Beach, Florida 32168

ARTICLE IX

No holder of common stock of the Corporation shall have any preferential, preemptive, or other right to the detriment of any other stockholder of the Corporation.

ARTICLE X

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting, and regulating the powers of the Corporation and its stockholders are hereby adopted as a part of these Articles of Incorporation.

A. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

B. The stockholders shall have power to hold their meetings within or without the State of Florida. The stockholders shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used. That any action taken at such meeting shall be reduced to writing and signed by the stockholders within a period of fifteen (15) days from date of said meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE XI

The names and residence addresses of the officers of the Corporation are as follows:

NAME	POST OFFICE ADDRESS	OFFICE
John C. Cooley, Jr.	117 Sweet Bay Avenue New Smyrna Beach, Florida 32168	President Secretary Treasurer Director

ARTICLE XII

The Corporation may have such other officers and agents as may be deemed necessary. All officers and agents shall be chosen in such manner and shall hold their offices for such terms, and shall have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

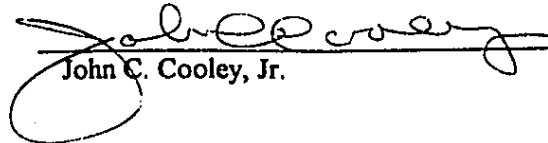
ARTICLE XIII

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter permitted by law or prescribed by statute, and all rights conferred upon the Stockholders herein are granted subject to this reservation.

ARTICLE XIV


The Corporation existence shall commence on the 10th day of January, 1996. The undersigned may operate said Corporation under provisions of Subchapter S of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

 (L.S.)
John C. Cooley, Jr.

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

The undersigned, having been named to accept service of process for the above stated Corporation, at the place designated in Article V of the Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



John C. Cooley, Jr.

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JUN 17 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA