

P96000011501

Accty 94-01001

Requestor's Name

2027 Nafford Dr

Address

Tallahassee, FL 32303 386 5589

City/State/Zip

Phone #

96 FEB -G 1112:43
DIVISION OF CORPORATION

Office Use Only

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

1. Dorothy's Dress Connection, Inc. (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

Walk in

Pick up time 4:00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Mailing

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NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

If any problems
Please call
599-3458
(cathy)

ARTICLES OF INCORPORATION
FOR
DOROTHY'S DIVINE CONNECTION, INC.

FILED

96 FEB -6 PM 2:52

ALACHUA COUNTY, FLORIDA
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following article of incorporation:

ARTICLE I

The name of the corporation is Dorothy's Divine Connection, Inc.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to foregoing business.
3. To do such other things as are incidental to the foregoing, necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class and shall be without par value.

The corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than ten (10) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 60 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

ARTICLE V

The street address of the initial office of the corporation is 1110 S. Magnolia Drive and the name of its initial registered agent at such address is Dorothy M. Barber. Tallahassee, Florida

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is three (3). The name and address of each person who is to serve as a member of the initial Board of Directors is:

Dorothy M. Barber, Chairman

1102 Buckingham St.
Tallahassee, FL 32308

Cathy L. Bouie-Jefferson, Secretary

2027 Skyland Dr.
Tallahassee, FL 32303

Cynthia D. Bouie
Vice Chairman - Treasurer

3765 Maria Circle
Tallahassee, FL 32303

Sixty-six percent (66%) of the authorized number of directors (or proxy) shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of 66% of the directors (or proxy) at a meeting at which a quorum is present shall be required to constitute any act or decision, the act or decision of the Board of Directors.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose if:

The presence at any stockholder's meeting, in person or by proxy, of persons entitled to vote 60% of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The following actions shall require the affirmative vote or written consent of the holders of at least 60% of the shares of the corporation:

- (1) Amendment of these articles of incorporation, to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of, the classes of stock, or to create any new class or classes of stock;
- (2) Merger or consolidation with or into any other corporation other than a corporation wholly owned or controlled by the corporation, or the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.
- (3) The admittance of new members.
- (4) The removal of any stockholder of the corporation for just cause.

If during the life of this corporation one of the members of a family entity shall die or become incapacitated, the surviving family member shall assume all of the rights and duties of such deceased or incapacitated member.

If during the life of this corporation both of the members of a family entity shall die or become incapacitated, the remaining stockholders of the corporation agree to buy the corporate interest of such deceased or incapacitated members for the price and on the terms and conditions herein provided. Each family entity agrees to the sale of their corporate interest on their death or incapacity for the price and on the terms and conditions herein provided. This provision shall be binding on the executor, administrator, or personal representative of the stockholder.

For the purpose of computing the purchase price of an entity's interest in the corporation, the books of the corporation shall be deemed to be correct. The purchase price for the corporate interest of an entity, family or individual, shall be the new asset value of his or her shares of stock in the corporation.

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing signed by the stockholder; and be sent by registered

- (a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- (b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; and
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the stockholders.

In witness whereof, we, the undersigned, have hereunto set our hands and seals this 7th day of February, 1996, for the purpose of forming this corporation to do business both within the State of FLORIDA, and pursuant to the Corporation Law of the State of FLORIDA, do make and file in the office of the Secretary of State of FLORIDA these articles of incorporation, and certify that the facts herein stated are true.

Cathy L. Bouie-Jefferson
Cathy L. Bouie-Jefferson

2027 Skyland Drive
Tallahassee, Florida 32303

C. Bouie
Cynthia D. Bouie

3765 Maria Circle
Tallahassee, Florida 32303

I accept my position as registered agent

Dorothy M. Barber
Dorothy M. Barber
Registered agent/incorporator

1102 Buckingham Street
Tallahassee, Florida 32308

FILED
FEB 10 1996
FLORIDA
CORPORATION
COMMISSION
TALLAHASSEE
FLORIDA
1102 BUCKINGHAM
STREET
TALLAHASSEE
FLORIDA 32308
DOROTHY M. BARBER
REGISTERED AGENT
FLORIDA
CORPORATION
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