

P96000019157

January 24, 1996

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
409 EAST GAINES STREET  
TALLAHASSEE, FLORIDA 32399

RE: THE WHOLESALE CLUB, INC.  
ARTICLES OF INCORPORATION

ORIGINAL PREPARED  
-02/28/96--01012--011  
\*\*\*\*122.50 \*\*\*\*122.50

Please find enclosed a check in the amount of \$122.50 for filing fees, registered agent fee, and certified copy of Articles of Incorporation for the above-referenced Corporation. Also enclosed are Articles of Incorporation for THE WHOLESALE CLUB, INC.

Please advise when the Articles have been filed.

Sincerely,

SEAN H. FANCIL  
Incorporator

WESTSHORE ACCOUNTING, INC.  
JOHN R. THEIS CPA  
2851 MAPLEOFT LANE  
SARASOTA, FL 34232

FILED  
96 FEB 28 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

685, 2287, 706, 671  
W96-3308

B. REGISTER FEB 13 1996  
B. REGISTER MAR -1 1996



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

February 13, 1996

SEAN H FANCIL  
%WESTSHORE ACCOUNTING, INC.  
2651 MAPLELOFT LANE  
SARASOTA, FL 34232

SUBJECT: THE WHOLESALE CLUB, INC.  
Ref. Number: W96000003308

We have received your document for THE WHOLESALE CLUB, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The corporate fees are as follows:

**CORPORATIONS FILING FEES**

Profit and NonProfit  
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

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: 396A00006314

ARTICLES OF INCORPORATION  
OF  
THE WHOLESALE CLUB, INC.

FILED  
95 FEB 28 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation shall be THE WHOLESALE CLUB, INC., a Florida Corporation.

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - POWERS

This Corporation shall have all of the powers enumerated in the "Florida General Corporation Act", (Chapter 607, Florida Statutes).

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of voting common stock (one thousand shares), with a par value of \$1.00 (one dollar) per share.

ARTICLE V - PREEMPTIVE RIGHTS

The holders of the common stock of the Corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be afixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first 100 shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is;

2651 MAPLELOFT LANE  
SARASOTA, FLORIDA 34232

and the name of the initial registered agent of this Corporation at that address is

JOHN R. THEIS CPA

**ARTICLES OF INCORPORATION**

**THE WHOLESALE CLUB, INC.**

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name of the initial director of this Corporation is:

SEAN H. FANCIL

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator of this Corporation is

SEAN H. FANCIL  
5413 15th Street East  
Bradenton, Florida 34203

**ARTICLE IX - CORPORATION'S PRINCIPAL OFFICE**

The principal office of this corporation will be as follows:

5413 15th Street East  
Bradenton, Florida 34203

**ARTICLE X - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLES OF INCORPORATION

THE WHOLESALE CLUB, INC.

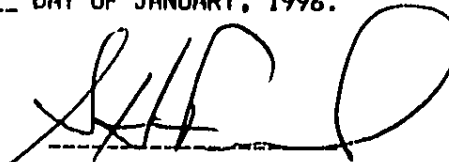
ARTICLE XI - OFFICERS

The initial officers of this Corporation are as follows:

PRESIDENT SEAN H. FANCIL

SECRETARY SEAN H. FANCIL

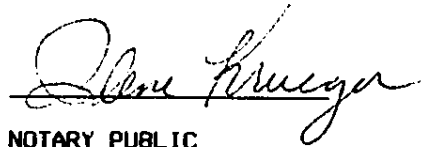
THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES  
OF INCORPORATION ON THIS 29<sup>th</sup> DAY OF JANUARY, 1996.



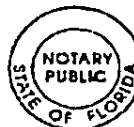
SEAN H. FANCIL  
INCORPORATOR

STATE OF FLORIDA )  
COUNTY OF MANATEE )

Before me, a Notary Public, appeared SEAN H. FANCIL, known to be the person described as the Incorporator, who executed the foregoing Articles of Incorporation, and said person did acknowledge subscribing to the same.

  
NOTARY PUBLIC

Driver's license provided for  
identification.



ILENE KRUEGER  
My Comm Exp. 7-12-96  
Bonded By Service Ins  
No. CC213972  
☒ Personal Use ☐ Other L.D.

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
THE WHOLESALE CLUB, INC.

FILED  
96 FEB 28 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-named Corporation, at the place designated in the Corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: JANUARY 24, 1996

John R. Theis  
JOHN R. THEIS CPA  
Registered Agent for  
THE WHOLESALE CLUB, INC.