



**ARTICLES OF INCORPORATION**

**OF**

**GALAXY BOOKS, INC.**

**FILED**

96 MAR 27 AM 10:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation shall be GALAXY BOOKS , INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be located at 736 Winfred Drive South, Town of Orange Park, County of Clay, State of Florida, Zip Code 32073.

**ARTICLE III - DURATION**

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

**ARTICLE IV - PURPOSE**

The general purposes for which the corporation is organized are :

1. To engage in the business of publishing books.
2. To engage in any other 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 the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of One Dollar ( \$ 1.00 ) per value common stock which shall be designated as " Common Shares ".

## **ARTICLE VI - PRE- EMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a prorata portion of :

( 1 ) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation or any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof ; or

( 2 ) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

## **ARTICLE VII - INITIAL REGISTERED OFFICE AGENT AND PRINCIPAL OFFICE LOCATION**

The corporation shall have a director constituting the initial Board of Directors. 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 nor more than five . The name and address of the initial Board of Directors of the corporation are :

Virginia Wilson  
Kathleen Delage  
Paul Delage  
Jack Wilson

736 Winfred Drive South, Orange Park, FL 32073

## **ARTICLE IX - INCORPORATION**

The name and address of the Incorporator signing these articles is : Paul Delage, 736 Winfred Drive South, Orange Park, FL 32073.

## ARTICLE X - INDEMNIFICATIONS

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## ARTICLE XI - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned incorporator, have executed these Articles of Incorporation this 25<sup>TH</sup> day of MARCH, 19 96.

Paul M. Delage VICE PRESIDENT FBI D-130-695 14-220-0

STATE OF FLORIDA  
COUNTY OF CLAY

I HEREBY CERTIFY that on this date before me, an officer duly authorized in the above-mentioned state and county to take acknowledgements, personally appeared, Paul M. Delage, known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 25 day of MARCH, 19 96.

Julia J. Milam  
Notary Public

My commission expires :



JULIA J. MILAM  
MY COMMISSION # CC416219 EXPIRES  
November 13, 1998  
POWERED THROUGH FAIR INSURANCE, INC.

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

Pursuant to the provisions of Section 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the office/registered agent, in the State of Florida.

First, that **Galaxy Books, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 736 Winfred Drive South, Orange Park, FL 32073, has named Paul M. Delage, 736 Winfred Drive South, Orange Park, FL 32073, as its agent to accept service of process within Florida.

DATED, this 25 day of March, 19 96.

**Galaxy Books, Inc.**

*Virginia M. Wilson*  
Corporate Officer

Title: President

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 25<sup>TH</sup> day of MARCH, 1996.

*Paul M. Delage*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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