

P96000033979

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: THREE ELEPHANTS INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for .

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: JOHN R. THOMSON
Name (Printed or typed)

881 OCEAN DRIVE #8-B
Address

KEY BISCAYNE FL 33149
City, State & Zip

MARIA THOMSON GAVE

AUTHORIZATION BY PHONE TO (305) 361-0803
Daytime Telephone number

CORRECT Heading to be (05)

DATE 4/18/96 APR 18 1996 BSP

BSP

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-04/18/96--01011--020
****131.25 ****131.25

95 APR 15 PM 2:59

FILED

STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation pursuant to chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I Name

The name of the corporation shall be: **THREE ELEPHANTS, INC.**

ARTICLE II Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be: 104 Crandon Boulevard, Suite 311-A, Key Biscayne, Florida 33149

ARTICLE III Capital Stock

(a) Initial authorized capital of the corporation shall consist of 1,000 shares of common stock having a par value of \$ 1.00 per share.

(b) Founding shareholders will be:

Amparo Angel -- 400 shares
Maria Isabel Payan de Thomson -- 300 shares
John R. Thomson -- 300 shares

(b) Additional shares may be issued from time to time, when authorized by 75% or more of the shareholders.

(c) Shareholders wishing to sell all or part of their shares must first offer their shares for sale to existing shareholders on a pro rata basis. Existing shareholders may purchase any such shares at a fair market value established either [i] by the corporation's accountant establishing a book value, or [ii] by averaging three [3] outside bonafide purchase bids for the stock, whichever value may be higher [any outside bidder must agree in writing to purchase the shares on offer, in the event his/her bid is accepted].

ARTICLE IV Initial registered agent and street address

The name and the street address of the initial registered agent is: John R. Thomson, 881 Ocean Drive # 8-G, Key Biscayne, FL 33149.

ARTICLE V
Incorporator

The name and the street address of the incorporator for these articles of incorporation is: John R. Thomson, 881 Ocean drive # 8-G, Key Biscayne FL 33149.

ARTICLE VI
Purpose

The specific purpose for which the corporation is organized is to sell used articles of clothing, furniture and furnishings.

ARTICLE VII
Directors

(a) Directors of the corporation shall be:

Amparo Angel --Chairman
John R. Thomson --Vice Chairman
Maria Isabel Payan de Thomson --Secretary

(b) Additional directors may be added by the vote of 75% or more of the directors currently serving.

ARTICLE VIII
Officers

(a) Officers of the corporation shall be:

John R. Thomson --President
Amparo Angel --Vice President & Treasurer
Maria Isabel Payan de Thomson --Vice President

(b) Additional officers may be appointed with the approval of 75% or more of the shareholders.

ARTICLE IX
Compensation of Directors & Officers

All matters of compensation shall be decided by vote of 75% or more of the directors.

ARTICLE X
Banking

- (a) The Treasurer shall be empowered to open any/all bank accounts deemed necessary for the proper operation of the corporation.
- (b) Authorized signatories of the corporation are the officers, and such other officers as may from time to time be appointed, under Article VIII above.
- (c) All checks or other withdrawals from any corporate bank account must be made by a duly authorized signatory of the corporation, in amounts up to three thousand dollars [\$3,000]. Amounts of \$ 3,000 or more must be signed by the Treasurer and one other duly authorized signatory.

ARTICLE XI
Charitable Contributions


Irrespective of other contributions and donations the corporation may make from time to time, ten percent [10%] of the corporation's annual audited net profit before taxes will be paid to one or more charitable institutions to be designated by 75% or more of the directors of the corporation.

ARTICLE XII
Competition

In the event one of the founding shareholders should sell his/her share in the corporation, he/she will not compete in any business of a similar nature to that of the corporation within three [3] miles of the main place of business of the corporation, for a period of one [1] year.

The undersigned incorporator has executed these Articles of Incorporation this 11th day of APRIL, 1996.

Signature of Incorporator:



John R. Thomson

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

THREE ELEPHANTS, INC.

2. The name and address of the registered agent and office is:

JOAN R. THOMSON

(NAME)

881 OCEAN DRIVE

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

KEY BISCAYNE, FL 33149

(CITY/STATE/ZIP)

FILED
96 APR 15 PM 3:00
TALLAHASSEE, FLORIDA

Having been named as registered agent and 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.

Joan R. Thomson

(SIGNATURE)

12 APRIL 1996

(DATE)