

P96000035385



FILED

96 APR 22 AM 9 47

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 927160 1610470

AC HORIZONTAL :

COST LIMIT : \$ 122.50

ORDER DATE : Apr 11 22, 1996

ORDER TIME : 3:13 PM

ORDER NO. : 927160

1.00001789661

CUSTOMER NO: 1610470

CUSTOMER: Mr. Wm. D. Penrose
SMALL BUSINESS SPECIALISTS,
INC.
115 Margaret Street

Brandon, FL 33511

DOMESTIC FILING

NAME: FLOWERS BY FRANKIE INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: _____

TH
4-24-96

**ARTICLES OF INCORPORATION
OF**

FLOWERS BY FRANKIE INC.

FILED
96 APR 22 PM 9 47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I THE UNDERSIGNED INCORPORATOR, DO HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE, AND FILE WITH THE STATE OF FLORIDA, THESE ARTICLES OF INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I NAME

THE NAME OF THIS CORPORATIONS SHALL BE FLOWERS BY FRANKIE INC.

ARTICLE II DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, UPON FILING WITH THE SECRETARY OF STATE.

ARTICLE III TYPE OF BUSINESS

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV CAPITAL STOCK

THE TOTAL NUMBER OF SHARES AUTHORIZED TO BE ISSUED BY THE CORPORATION IS 7000 SHARES WITH A PAR VALUE OF \$1.00 PER SHARE. ALL OF SAID SHARES SHALL BE COMMON STOCK. SAID STOCK SHALL BE PAID FOR IN CASH, SERVICES OR PROPERTY, AS THE BOARD OF DIRECTORS MAY APPROVE OR PROVIDE FOR. ALL SHARES SHALL BE FULLY PAID AND NON ASSESSABLE.

ARTICLE V CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL COMMENCE BUSINESS WILL BE \$1000.00.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED PRINCIPAL OFFICE OF THIS CORPORATION IS 3835 N 50th ST., SUITE H, TAMPA FL., 33619. THE NAME OF THE REGISTERED AGENT AT THAT ADDRESS IS FRANKIE GRINER.

ARTICLE VII DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS SHALL NOT BE LESS THAN ONE NOR MORE THAN FIVE. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS.

ARTICLE VIII BOARD OF DIRECTORS

THE NAME AND ADDRESS OF EACH OF THE INITIAL MEMBER OF THE BOARD OF DIRECTORS ARE AS FOLLOWS:

FRANKIE GRINER, 3604 BEECHWOOD BLVD., TAMPA, FL. 33019

ARTICLE IX INCORPORATORS

THE NAME AND ADDRESS OF THE INITIAL SUBSCRIBER SIGNING THESE ARTICLES IS AS FOLLOWS:

FRANKIE GRINER, 3604 BEECHWOOD BLVD., TAMPA, FL. 33019

ARTICLE X BYLAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS

ARTICLE XI ADOPTION OF BY LAWS

AN ORGANIZATIONAL MEETING OF THE SUBSCRIBERS OR THEIR ASSIGNS SHALL BE HELD, AT THE CALL OF THE DIRECTOR, FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BYLAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

ARTICLE XII AMENDMENT

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, IN A MANNER AS PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

ARTICLE XIII TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS, AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE XIV RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

FRANKIE GRINER....49

ROGER CLARK.....51

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS OR CORPORATIONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS OF SUCH OFFER, AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND

SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL THE SHAREHOLDERS AND THIS CORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION ON THIS 19th DAY OF APRIL 1990.


FRANKIE GRINER

STATE OF FLORIDA, COUNTY OF HILLSBOROUGH, BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED FRANKIE GRINER WHO BEING FIRST DULY SWORN, DEPOSES AND SAYS THAT SHE IS THE INDIVIDUAL DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGE BEFORE ME THAT THEY EXECUTED SAME FOR THE PURPOSE THEREIN STATED. WITNESS MY HAND AND OFFICIAL SEAL IN THE ABOVE NAMED COUNTY AND STATE THIS 19th DAY OF APRIL 1990.


WM. D. PENROSE



WILLIAM D. PENROSE

My Comm Exp. 3/16/00

Bonded By Service Ins

No. CC531309

MY COMMISSION EXPIRES: MARCH 16, 2000

☒ Personally Known ☐ Other ID

CERTIFICATE DESIGNATING THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED PURSUANT TO CHAPTER 48.091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPLE OFFICE OF BUSINESS LOCATED AT FRANKIE GRINER, 3835 N 50th ST., TAMPA, FL. 33619 COUNTY OF HILLSBOROUGH, STATE OF FLORIDA, HAS NAMED FRANKIE GRINER AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THAT STATE. ACKNOWLEDGEMENT: HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Frankie M. Griner
FRANKIE GRINER

FILED
MAR 22 1967
TAMPA, FLORIDA