

P96000043723

Requestor's Name

KOSTO & ROTELLA, P.A.
ATTORNEYS AT LAW
619 EAST WASHINGTON STREET
POST OFFICE BOX 113
ORLANDO, FLORIDA 32802

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JMBER(S), (if known):

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment + Restated
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 JAN 15 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
CH 1/16

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 5, 1996

Kosto & Rotella, P.A.
P.O. Box 113
Orlando, FL 32802

SUBJECT: SUNSTITCH EMBROIDERY INC.
Ref. Number: P96000043723

We have received your document for **SUNSTITCH EMBROIDERY INC.** and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document **Restated Articles of Incorporation**.

A certificate must accompany the **Restated Articles of Incorporation** setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 296A00054532

**CERTIFICATE OF SHAREHOLDER APPROVAL TO THE RESTATED AMENDED
ARTICLES OF INCORPORATION OF SUNSTITCH EMBROIDERY, INC.**

SUNSTITCH EMBROIDERY, INC. does hereby certify the attached Restated Amended Articles of Incorporation contain an amendment requiring shareholder approval.

The shareholder approval was adopted on November 18, 1996 with all shareholders holding unanimously voting to adopt the attached Restated Amended Articles of Incorporation.

Dated this 31st day of December, 1996.

SUNSTITCH EMBROIDERY, INC.

BY: Ang B. B. B.

ATTEST: [Signature]

Secretary

FILED
97 JAN 15 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED
AMENDED ARTICLES OF INCORPORATION
OF
SUNSTITCH EMBROIDERY, INC.

STATE OF FLORIDA
COUNTY OF ORANGE

FILED
97 JAN 15 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ~~ourselves~~ ^{Yes} together for the purpose of becoming a corporation under and by virtue of the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:
SUNSTITCH EMBROIDERY, INC.

ARTICLE II

The objects and purposes of the corporation and the general nature of the business or businesses to be transacted shall be as follows:

1. To engage in the business of manufacture and sale of clothing and apparel.
2. To engage in all other lawful businesses.
3. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
4. To borrow money of any person, firm or corporation, to issue bonds, debentures, or obligations of this corporation from time to time for any of the object or purposes of the corporation and to secure same by mortgage,

pledge or by any other lawful means.

5. To have offices, conduct its business and promote its objects within or without the State of Florida, in other states, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.

6. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either along or in connection with other firms, individuals or corporations, whether in the State of Florida or throughout the United States or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the Laws of the State of Florida.

7. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The address of the principal office of the corporation shall be 2400 N. Forsyth Road, Suite 201, Orlando, Florida 32807.

ARTICLE V

The capital stock of the corporation shall consist of 10,000 shares of common stock with a \$1.00 par value. Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VI

The amount of capital with which the corporation shall commence business shall not be less than \$500.

ARTICLE VII

The business of the corporation shall be conducted by a Board of not less than three directors. The name and post office address of the first director(s) is/are as follows:

Greg Burris, 1672 Onodaga Drive, Geneva, Florida 32732

Jim Elliott, 988 Westwood Square, Oviedo, Florida 32765

John Stanney, 897 Kensington Gardens Ct., Oviedo, Fla. 32765

ARTICLE VIII

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The number of Vice Presidents may be fixed and determined by the Board of Directors from time to time. Until the first

meeting of the Board of Directors or until their successors are elected and have qualified, the following shall be the officers of the corporation:

President: GREG BURRIS
Vice President: JIM ELLIOTT
Secretary: JOHN STANNEY
Treasurer: JOHN STANNEY

ARTICLE IX

The annual meeting of the stockholders shall be held on the FIRST day of MAY of each year, or at such other time as may be fixed by the By-Laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board of Directors to be held annually immediately following the annual stockholders' meeting.

The time, place and manner of calling meetings of the stockholders or directors shall be fixed by the By-Laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable and proper, and may take such action not inconsistent with the Articles of Incorporation, and the By-Laws of the corporation and the Laws of the State of Florida, as such Board may deem

advisable for the conduct and operation of the business of the corporation.

The Board of Directors shall appoint a resident agent as required by the Laws of the State of Florida.

ARTICLE X

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

ARTICLE XI

A special meeting of the subscribers or their assigns shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and the adoption of the By-Laws and the transaction of such other business as may be desired.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Orlando, Florida, this 18th day of November, 1996.

GREG BURRIS
GREG BURRIS, Incorporator/President

JOHN STANNEY
JOHN STANNEY, Incorporator/Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared GREG BURRIS and JOHN STANNEY, who after being first duly sworn, acknowledged before me that they signed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

Sworn to and subscribed before me this 18th day of November, 1996.

Deborah S. Meyer
Notary Public

