

P96000043947

JAMES F. COOPER

Requestor's Name

16407 N.W. 8TH AVE.

Address

Miami FL 33169

City/State/Zip

Phone #

400000102451-4
-05/15/96--01053--006
***122.50 ***122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

EFFECTIVE DATE
June 1, 1996

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

AMENDMENTS	
<input type="checkbox"/>	Amendment
<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

RECEIVED
JUN 15 1996

09:55 AM 5/23/96

FILED

ARTICLES OF INCORPORATION
OF
CASTLE BAY, INC.

FILED
96 MAY 16 AM 9:50
CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned, subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under the provisions of Chapter 607, Florida Statutes, and other laws of the State of Florida.

ARTICLE I - NAME

EFFECTIVE DATE
June 1, 1996

The name of this corporation is Castle Bay, Inc.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

To engage in every aspect of the new and used retail and wholesale carpet business, including but not limited to the sale and installation of new and used carpet.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, and any other type of investment, and to own real and personal property necessary for the rendering of services.

To carry on any lawful business activity for which corporations may be incorporated under Chapter 607, Florida Statutes, and other laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI - PRINCIPAL OFFICE

The initial post office address of the principal office of this corporation in the State of Florida is 16407 N. W. 8th Avenue, Miami, Florida 33169. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII - DIRECTORS

This corporation shall have one or more Directors initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one person.

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
James F. Cooper	16407 N. W. 8th Avenue Miami, Fla. 33169
Don E. Panzer	16407 N. W. 8th Avenue Miami, Fla. 33169

ARTICLE IX - INCORPORATORS AND SUBSCRIBERS

The name and post office address of each incorporator and subscriber of these articles of Incorporation and the number of shares of stock each agrees to take and the value thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
James F. Cooper	16407 N. W. 8th Avenue Miami, Fl.	500	\$500.00
Don E. Panzer	16407 N. W. 8th Avenue Miami, Fl.	500	\$500.00

ARTICLE X - VOTING TRUST

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI - CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes (except for those provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XII - CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is the Director or officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any Director of this corporation is a party in any way

connected with such person, firm, or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XIII - REMOVAL OF DIRECTORS

Any Director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a Director.

ARTICLE XIV - RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholders of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE XV - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the law of the State of Florida and of the purposes and objects herein above stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or co-operation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation, by resolution adopted by its Board of Directors, shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type stock of this corporation.

This corporation shall have the power, at its option, to purchase and acquire any and all of the shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:


- 1) a pension plan;
- 2) a profit sharing plan;
- 3) a stock bonus plan;
- 4) a thrift and savings plan;
- 5) a restricted stock option plan;
- 6) other retirement or incentive compensation plans; fringe benefit;
- 7) corporate health and medical reimbursement plans.

ARTICLE XVI - AMENDMENT

These Articles of Incorporation may be amended by and in the manner 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. All rights of shareholders are subject to this reservation.

ARTICLE XVII - COMMENCEMENT DATE

This corporation will commence business on the 1st day of June, 1996.

 (SEAL)
JAMES F. COOPER - PRESIDENT

WITNESS, my hand and official seal in the County and State last aforesaid, this 14th day of May, 1996.

DOROTHY LEVINE
My Commission CC542525
Expires Apr. 20, 2000

**STATE OF FLORIDA
DEPARTMENT OF STATE**

FILED

96 MAY 16 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate Designating Place of Business or Domicile for the Service of Process Within
This State, Naming Agent Upon Whom Process May Be Served and Names and
Addresses of the Officers and Directors.**

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

CASTLE BAY, INCORPORATED

a corporation organized (or organizing) under the Laws of the State of Florida, with its principal office located at 16407 N. W. 8th Avenue, Miami, County of Dade, State of Florida 33169, as its agent to accept service of process within this State.

OFFICER:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
James F. Cooper	President/Director	16407 N. W. 8th Avenue Miami, Florida 33169

DIRECTOR:

James F. Cooper	President/Director	16407 N. W. 8th Avenue Miami, Florida 33169
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CORPORATE OFFICER

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


RESIDENT AGENT