

P960000 50294



INTERNATIONAL RESEARCH BUREAU, INC.  
POST OFFICE BOX 14189 • TALLAHASSEE, FL 32317

(904) 942-2500

97589

OFFICE USE ONLY

96 JUN 12 PM 4:30

000001860470  
-06/12/96--01110--009  
\*\*\*\*122.50 \*\*\*\*122.50

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

1. Downtown Brown's Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

4:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" 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  
96 JUN 12 PM 2:37  
DIVISION OF CORPORATION

SAD  
6/12/96

Examiner's Initials



TELEPHONE (407) 844-1104  
FACSIMILE (407) 629-0090

STEVEN R. KUTNER, P.A.

ATTORNEY AT LAW

KEEWIN LEXINGTON PARK  
151 LOOKOUT PLACE, SUITE 110  
POST OFFICE BOX 940311  
MAITLAND, FLORIDA 32794-0311

June 11, 1996

EXPRESS MAIL

International Research Bureau  
1331 E. Lafayette St., Stes. A-D  
Tallahassee, Florida 32301

97589

Re: **INCORPORATION OF DOWNTOWN BROWNS, INC.**  
Our File No.: 96-1111

Enclosed please find Articles of Incorporation for **DOWNTOWN BROWNS, INC.**, and check no. 144 in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50) which represents the following costs:

- |    |   |                |
|----|---|----------------|
| 1. | Filing Articles of Incorporation            | \$35.00        |
| 2. | Certified Copy of Articles of Incorporation | \$52.50        |
| 3. | Registered Agent Fee                        | <u>\$35.00</u> |

**TOTAL AMOUNT OF COSTS DUE: \$122.50**

Please walk these documents through the Secretary of State at your earliest opportunity and express them back to our office today in the enclosed express mail envelope.

**OUR ACCOUNT NUMBER WITH YOU IS 2854.**

If you have any questions regarding the above captioned matter, please do not hesitate to call.

Very truly yours,

STEVEN R. KUTNER, P.A.

*Liz Cannon*

Liz Cannon  
Secretary to Steven R. Kutner, Esquire

/lwc

Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**DOWNTOWN BROWNS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

56 JUN 12 PM 4:39

*The undersigned, acting as the Incorporator of the Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:*

**ARTICLE I**

**NAME OF THE CORPORATION**

*The name of this Corporation shall be **DOWNTOWN BROWNS, INC.***

**ARTICLE II**

**PERIOD OF DURATION**

*The period of duration of the Corporation is perpetual.*

**ARTICLE III**

**PURPOSE**

*The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and of this State.*

#### ARTICLE IV

##### AUTHORIZED SHARES

*Number:* The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock. *Initial Issue:* 100 shares of the Capital Stock of the Corporation shall be issued for adequate consideration in the following manner:

**ERIC BROWN**

**One Hundred (100) Shares  
as Tenants by the Entireties**

and

**CLAIRE BROWN**

*Dividends:* The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

*No Classes of Stock:* The shares of the Corporation are not to be divided into classes.

#### ARTICLE V

##### REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is 126 W. Plant St., Winter Garden, Florida 34787 and the name of the initial registered agent at such address is **ERIC BROWN**.

#### ARTICLE VI

##### PRINCIPAL OFFICE

The Principal Office of the corporation shall be 126 W. Plant St., Winter Garden, Florida 34787.

## ARTICLE VII

### BOARD OF DIRECTORS

*This corporation shall have Two (2) Directors constituting the Initial Board of Directors. The Directors need not be a resident of the State of Florida or Shareholders of the corporation.*

*Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the Directors shall constitute an act of the Board of Directors.*

*The name and address of the person(s) who shall serve as Director(s) until their successors shall have been elected and qualified, is as follows:*

<u>NAME</u>	<u>ADDRESS</u>
ERIC BROWN	126 W. Plant St. Winter Garden, Florida 34787
CLAIRE BROWN	126 W. Plant St. Winter Garden, Florida 34787

## ARTICLE VIII

### INCORPORATORS

*The names and addresses of the initial incorporators are as follows:*

<u>NAME</u>	<u>ADDRESS</u>
ERIC BROWN	126 W. Plant St. Winter Garden, Florida 34787

**ARTICLE IX**

**PREEMPTIVE RIGHTS OF SHAREHOLDERS**

*The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money, or property or services from time to time, in addition to that stock authorized by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.*

*IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange County, Florida on this 11th day of June, 1996.*

  
\_\_\_\_\_  
**ERIC BROWN**


**STATE OF FLORIDA**

**COUNTY OF ORANGE**

*The foregoing Articles of Incorporation were acknowledged before me this 11th day of June, 1996, by **ERIC BROWN**, who has produced a driver's license as identification or who is personally known to me.*



**OFFICIAL SEAL  
STEVEN R. KUTNER  
My Commission Expires  
Oct. 28, 1996  
Comm. No. CC 232967**

  
\_\_\_\_\_  
**Steven R. Kutner, Notary Public  
Commission No. CC232967  
My Commission Expires:**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

*In compliance with Section 48.091, Florida Statutes, the following is submitted:*

*That DOWNTOWN BROWNS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Winter Garden, Orange County, State of Florida, has named ERIC BROWN located at 126 W. Plant St., Winter Garden, Florida 34787 as its agent to accept service of process within this state.*

**ACKNOWLEDGEMENT**

*Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.*

Date: June 11, 1996

  
ERIC BROWN

35 JUN 12 PM 4:39

STATE  
OF FLORIDA  
CLERK OF THE  
SUPREME COURT