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Chapter Number Only

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Requestor's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

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CORPORATION(S) NAME

Ginas Gift Boutique, Inc.

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| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation        | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Photo Copies       | <input type="checkbox"/> Certificate Under Seal     |
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DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

**Articles of Incorporation  
for:**

**GINA'S GIFT BOUTIQUE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the Corporation shall be:

**GINA'S GIFT BOUTIQUE, INC.**

**ARTICLE II**

**TERM OF EXISTENCE**

This Corporation shall exist perpetually or until dissolved by due process of law.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

This Corporation is authorized to issue par value common stock as described below, and

none other:	Maximum Number of shares:	100
	Par Value Per Share:	\$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property,

tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

#### **ARTICLE V**

##### **PREEMPTIVE RIGHTS**

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-laws.

#### **ARTICLE VI**

##### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be: **3221 S.W. 39 Street, Hollywood, Florida 33023**

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide. The registered office and the principal office address of this Corporation is the same.

**Don B. Rittenberry, IS HEREBY APPOINTED AS REGISTERED AGENT** of this Corporation. The mailing address of the designated Registered Agent is: **3221 S.W. 39 Street, Hollywood, Florida 33023**

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws.

They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws. The name and street address of the initial director who is to conduct the affairs of this Corporation until the first meeting and election and qualification of his successor:

<b>NAME</b>	<b>ADDRESS</b>
<b>Don B. Rittenberry</b>	<b>3221 S.W. 39 Street. Hollywood, Florida 33023</b>

## **ARTICLES VIII**

### **INCORPORATOR**

The name and address of the individual signing these Articles of Incorporation is:

<b>NAME</b>	<b>ADDRESS</b>
<b>Don B. Rittenberry</b>	<b>3221 S.W. 39 Street. Hollywood, Florida 33023</b>

## **ARTICLE IX**

### **MISCELLANEOUS**

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of

this Corporation is or are interested in, or is a director or officer of such other corporation.

2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.

3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of

Incorporation, this 11th day of July, 1996.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Don B. Rittenberry (SEAL)  
Don B. Rittenberry

**ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT**

The undersigned, having been named as Registered Agent for the above-named corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the same and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

Don B. Rittenberry  
Don B. Rittenberry, Phone: (954) 966-2728

STATE OF FLORIDA     )  
                                      : ss  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Don B. Rittenberry, and upon producing a valid Florida Driver's License No: R 351 162 52 093 0, to me known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument voluntarily, of his own free will, for the purposes therein expressed.

WITNESS my hand and official seal this 11th day of July, 1996.

\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires on: