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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

800001820008  
-08/13/96--01063--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: JUST FOR KIDS, and parents, too, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM:

Patricia A. Morris

Name (printed or typed)

5113 N. Davis Highway, Suite 12

Address

Pensacola, FL 32503

City, State & Zip

904/435-1007

Daytime Telephone number

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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FILED

8/14/96

TD

NOTE: Please provide the original and one copy of the articles.



July 11, 1996

FILED  
JUL 12 1996  
PENSACOLA, FL

Secretary of State  
State of Florida  
Division of Corporations  
P. O. Box 6326  
Tallahassee, Florida 32314

Dear Madam:

By this letter, I voluntarily retire the name of Just For Kids and Parents Too, Inc. I have voluntarily dissolved the corporation and I will not revolt the voluntary dissolution which was filed on June 26, 1996.

I voluntarily release the corporation name to Gerald L. Brown to file corporation documents in the name of Just For Kids and Parents, too., effectively immediately.

If any other information is needed, please advise.

Sincerely,

Judith B. Montgomery

ARTICLES OF INCORPORATION  
OF  
JUST FOR KIDS and parents, too, inc.

RECEIVED  
JAN 12 1973  
FBI-12:50

The undersigned subscribers to these articles, each a natural person, competent to contract, hereby form a corporation under the laws of the State of Florida, and under the following articles:

ARTICLE I. NAME

The name of this corporation shall be JUST FOR KIDS and parents, too, inc.

ARTICLE II. NATURE OF BUSINESS

This corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, or a building and loan association, mutual fire insurance association, fair or exposition. Subject to such limitations, it shall engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of one class denoted as common stock having a nominal par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation in the State of Florida is 5113 North Davis Highway, Pensacola, Florida 32503, and the name of the initial registered agent is PATRICIA A. MORRIS.

#### ARTICLE VI. DIRECTORS

The business of this corporation shall be managed and its corporate powers exercised by a board of one or more directors. The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the shareholders but there shall never be less than one.

#### ARTICLE VII. INITIAL DIRECTORS AND OFFICERS

The names and post office address of the initial directors and the corporate officers are:

NAME	ADDRESS	OFFICE
Gerald L. Brown	3405 Hillside Avenue Gulf Breeze, FL 32561	President and Director
Patricia A. Morris	3711 Forest Glen Drive Pensacola, Florida 32504	Secretary and Treasurer and Director

#### ARTICLE VIII. INCORPORATORS

The name and residence address of the subscribers to these articles of incorporation are:

NAME	ADDRESS
Gerald L. Brown	3405 Hillside Avenue Gulf Breeze, FL 32561
Patricia A. Morris	3711 Forest Glen Drive Pensacola, Florida 32504

#### ARTICLE IX. RESTRICTIONS ON SALE OF STOCK

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation shall have preference in the purchase of any shares of the capital stock of the

corporation and any attempted sale of such shares of stock in violation of this provisions shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgees, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder desires to sell his shares of stock, he shall file notice in writing as such intention with the secretary of the corporation stating the terms of the bona fide offer which he has received, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the secretary of the corporation shall mail written notice to all remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing and the stockholders, or the person in privity with him, desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholder has received a bona fide offer for the purchase as such shares. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such bona fide offer.

  
Gerald L. Brown, President

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27 day of June, 1996,

by Gerald L. Brown, who acknowledged that he subscribed to those Articles.  
Gerald L. Brown produced identification of Florida Drivers License



PORTIA D. KOZMA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION EXPIRES 6-28-97  
COMMISSION # 230165

Notary Public Portia Kozma  
Comm. Exp. 6-28-97

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

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance  
with said Act:

First: That JUST FOR KIDS, and parents, too, inc., desiring to organize under the laws of the  
State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City  
of Pensacola, County of Escambia, State of Florida, has named PATRICIA A. MORRIS, 5113  
North Davis Highway, Pensacola, Florida 32503, City of Pensacola, County of Escambia, State  
of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-named 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.

*Patricia A. Morris*

**PATRICIA A. MORRIS (Resident Agent)**