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JOHN E. MAINES, IV
ATTORNEY AT LAW



10 West Main Street
Lake Butler, Florida 32054

OFFICE: (904) 496-3815
FAX: (904) 496-4659

August 16, 1996

Florida Department of State
Division of Corporations
Post Office Box 6237
Tallahassee, FL 32314

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RE: LAKE AVENUE VARIETY SHOPPE, INC.

Greetings:

Enclosed are an original and a copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50 covering the fees and charges for the items listed below, as indicated:

- A. Articles Of Incorporation filing fee, \$35.00.
- B. Certified copy of Articles Of Incorporation, \$52.50.
- C. Registered Agent Designation Filing Fee, \$35.00.

If the corporation name requested is not available, please call us immediately.
your cooperation.

Sincerely,

John E. Maines, IV

John E. Maines, IV

JEM/clr
Enclosures

AUG 22 1996

BSB

FILED
96 AUG 20 AM 11:20
THANK YOU FOR
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LAKE AVENUE VARIETY SHOPPE, INC.

FILED
96 AUG 20 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be **LAKE AVENUE VARIETY SHOPPE, INC.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the State of Florida. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of owning and operating retail and service establishments and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

ARTICLE V. OFFICERS

The officers shall consist of a president and a secretary. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board Of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	<u>JOHN E. MAINES, IV</u>
Secretary	<u>STEWART W. MAINES</u>

ARTICLE VI. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

Any action required or permitted to be taken by the Board Of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board Of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board Of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Directors without a meeting, and that these Articles Of Incorporation authorize the Board Of Directors to so act. Such a statement shall be prima facie evidence of such authority.

VII. CORPORATE POWERS

This corporation shall have power:

- A. To have perpetual succession by its corporate name.
- B. To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- C. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

- D. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- E. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- F. To lend money and use its credit to assist its officers and employees in accordance with law.
- G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sue and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- H. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- I. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- J. To conduct its business, carry on its operations and have offices and exercise the

powers granted it, within or without this state.

- K. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- L. To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- M. To make donations for the public welfare or for charitable, scientific or educational purposes.
- N. To transact any lawful business which the Board Of Directors shall find will be in aid of governmental policy.
- O. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- P. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- Q. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE XI. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board Of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board Of Directors in the manner

provided therein, provided that they are not inconsistent with the provisions of these Articles Of Incorporation. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

ARTICLE VIII. AMENDMENT

Amendment to these Articles Of Incorporation may be proposed by any director at a regular or special business meeting of the Board Of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board Of Directors present and voting at such meeting properly called and noticed as provided in the Corporate Bylaws. Amendments shall be approved by a two-thirds affirmative vote of the members of the Board Of Directors present at such meeting.

Upon such approval, any amendments shall be forwarded to the appropriate state agency to be approved and filed by the agency, before the same shall become effective.

ARTICLE IX. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of common stock at \$0.10 par value per share.

ARTICLE X. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

JOHN E. MAINES, IV
10 West Main Street
Lake Butler, FL 32054

ARTICLE XI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE XII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 10 West Main Street, Lake Butler, FL 32054.

The name of the individual who shall serve as this corporation's initial registered agent at that

address is: JOHN E. MAINES, IV.

ARTICLE XIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

JOHN E. MAINES, IV, 10 West Main Street, Lake Butler, FL 32054.

ARTICLE XIV. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


JOHN E. MAINES, IV - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of **LAKE AVENUE VARIETY SHOPPE, INC.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **LAKE AVENUE VARIETY SHOPPE, INC.**


JOHN E. MAINES, IV - Registered Agent

**STATE OF FLORIDA
COUNTY OF UNION**

FILED
96 AUG 20 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On 8-16-96, JOHN E. MAINES, IV, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of LAKE AVENUE VARIETY SHOPPE, INC.

Connie L. Riley

Notary Public

Connie L. Riley

(Notary Public - Printed Or Typed Name)



CONNIE L. RILEY
My Commission 0000047
Expires Aug. 08, 1998

Commission Expiration Date & Commission Number:

(SEAL)

P96000069941

LAKE AVENUE VARIETY SHOPPE, INC.

John E. Maines, IV, President
Cindy Peterson, Manager

10 West Main Street
Lake Butler, FL 32054
(904) 496-3815/FAX: (904) 496-4639

November 20, 1996

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

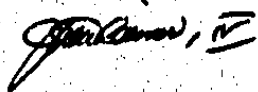
To Whom it may concern,

Please find the Articles of amendment for the Lake Avenue Variety Shoppe, Inc. along with the required fee of \$35.00 enclosed. Mail all correspondence concerning this matter to Lake Avenue Variety Shoppe, Inc., attention Cindy Peterson, at 10 West Main Street, Lake Butler FL 32054.

Please acknowledge this modification at your earliest convenience.

Thank you for your kind consideration in this matter.

Sincerely,



John E. Maines IV

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Lake Avenue Variety Shoppe, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article V. Officers

Office	Name
President	JOHN E MAINES IV
Secretary	CINDY T PETERSON

Current Secretary, Stewart W. Maines, is deleted.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: November 20, 1996


FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21st day of November, 19 96

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

John E Maines IV
Typed or printed name

President

Title