

P96000073267

Mary F. McCulley
13726-A River Road
Pensacola, FL 32507

City/State/Zip

Phone #

Office Use Only

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -4 PM 3:26

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #) 600001930576
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****122.50 ****122.50
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

☐ Walk in

☐ Pick up time _____

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☐ Will wait

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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

096-17929
Examiner's Initials

SEP 4 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 27, 1996

MARY F. MCCULLEY
13726-A RIVER ROAD
PENSACOLA, FL 32507

SUBJECT: GEMINI II, INC.
Ref. Number: W96000017929

We have received your document for GEMINI II, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 696A00040469

ARTICLES OF INCORPORATION
OF
GEMINI II, INC.

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THIS IS TO CERTIFY:

FIRST: The name of the Corporation, (which is hereinafter called the "Corporation") is Gemini II, Inc.

SECOND: The post office/address of the place at which the principle office of this Corporation in this state will be located at 13430 Gulf Borch Highway, Escambia County, Pensacola Florida 32507.

THIRD: The total authorized capital stock in this Corporation shall consist of 10,000 shares, common stock at the par value of \$1 (one dollar) per share. In all elections for Directors, each stockholder shall be entitled to one vote for each share of stock standing in his/her name upon the books of the Corporation for each Director.

FOURTH: The Resident Agent of the Corporation is Mary F. McCulley whose post office address is 13726-A River Road, Escambia County, Pensacola Florida 32507. Said Agent is a citizen of the United States and the State of Florida, actually residing therein.

FIFTH: That I, the Incorporator, Mary F. McCulley of 13726-A River Road, Pensacola Florida 32507, being of full legal age, do, under and by virtue of the general laws of the State of Florida, authorizing the formation of corporations, associate myself with the intention of forming a corporation.

SIXTH: The purposes for which the Corporation is formed and the business and/or objects to be carried on and promoted by it are as follows:

1. To do business in all fields related to body tanning and wellness, as well as merchandising of products and apparel.
2. To apply for, obtain, purchase or otherwise require, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulas and the like which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
3. To purchase, lease, hire or otherwise require, hold, own, develop, improve and in any manner dispose of and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights of privilege therein suitable or convenient for any of the business of the Corporation.
4. To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.
5. To have and to possess all of the "general powers" enumerated in Articles of the Annotated Code of Florida regarding Corporations.
6. To conduct business in the State of Florida, other states, territories, districts, and colonies in the United States and in foreign countries; to have one or more offices outside of the State of Florida.

It is the intention that the objects and purposes specified in the foregoing clause of this Article Sixth shall not, unless otherwise specified herein, be in any way limited or restricted by reference to or influence from, the terms of any other clauses of this or any other Articles in this Charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers, and, generally, that the Corporation shall be authorized to exercise and employ all of their powers, rights, and privileges granted to or conferred upon, corporations of this character, by the laws of the State of Florida, and the enumeration of certain power as herein specified is not intended as exclusive of, or as a waiver, of any of the powers, rights and privileges granted or conferred by the laws of said state now or hereinafter enforced.

SEVENTH: This Corporation shall have one (1) director, unless the number is altered in accordance with the laws of this state. By the By-Laws of the Corporation, the said Director is to be elected annually is Mary F. McCulley and shall act as such until the first annual meeting or until a successor(s) is/are duly chosen and qualified.

EIGHTH: The private property of the stockholders shall not be subject to the payment of the Corporation debts to any extent whatsoever.

NINTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the Articles of the Corporation.

2. A contract or other transaction between this Corporation and any other corporation shall not in any way be affected or invalidated by the fact that any of the Directors of this Corporation are peculiarly or otherwise interested in, or are Directors or officers of, such other corporations; any Director individually or any firm of which any Director may be a member, may be a party to, or may be peculiarly or otherwise interested, any contract or transaction of this Corporation provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or the majority thereof; and any Director of this Corporation who is also a Director or officer of such other corporation or is so interested may be so counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such transaction, with like force and effect as if he/she were not such officer or director of such corporation or not so interested.

3. The Board of Directors shall have power from time to time to fix and determine and to vary the amount of work and capital of the Corporation; to determine whether any, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared as dividends and paid to the stockholders, subject, however, to the provisions of the Charter; and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any such surplus or net profits in purchasing or acquiring any of the shares of stock of the Corporation, or any of its bonds, or other

evidence of indebtedness, to the extent that in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

4. The Corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law, including any amendments, changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds (2/3) of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

5. That in the event that any stockholder holding common stock of this Corporation desires to sell any or all of such shares, he/she must first notify the Corporation in writing, and the corporation shall have the first right and option for a period of sixty (60) days from its receipt of said notice to purchase some or all of such shares for sale. All other stockholders of common stock of said Corporation shall have equal rights and option among themselves, but second to the said right of the Corporation for and during said sixty (60) day period to purchase some or all such shares for sale which the Corporation does not buy under its option. Likewise, in the event of death of any stockholder holding common stock, the Corporation in and all other holders of common stock shall have the same respective right and option for sixty (60) days from the date of the said death, and the exercise of such rights and options shall be binding on the heirs, legatees and Personal Representatives of said deceased stockholder. The purchase price of any stock under the provisions of this subsection shall be the fair market value of all assets of the Corporation, book value and otherwise, excepting and will, as of the date of the exercise of the option, then the date of the first option which will be granted under these provisions; and as determined by an appraisal by not less than two (2) disinterested and competent persons unless all common stockholders can agree on the market price.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22 day of August, 1996.

WITNESS:

Marilyn A. Porter

Mary F. McCulley
Mary F. McCulley

Subscribed and sworn to before me this 22nd day of August, 1996.

Lisa D. Paige

Notary Public

My commission Expires:

CEA DARLENE PAIGE
Notary Public, State of Florida
My Commission Expires September 28, 1999
Comm. # CC 497653

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST The name of the corporation is: Gemini II, Inc.

SECOND The name and address of the registered agent and office is: Mary F. McCulley whose post office address is 13726-A River Road, Escambia County, Pensacola Florida 32507.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Mary F. McCulley

DATE

8-22-96

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