

PA6000076854

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

4100001547644
-09/16/98--01020--005
1120.00 *70.00

OFFICE USE ONLY

95 SEP 16 PM 1:39

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

1. Happy Bury, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

☐ 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

95 SEP 15 AM 10:38
DIVISION OF CORPORATION

9-16-96
Examiner's Initials

UdW

ARTICLES OF INCORPORATION
OF
HAPPY BUY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 16 PM 1:29

The undersigned subscriber to these Articles of Incorporation is a natural person, competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **HAPPY BUY, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 625 North Jackson Road, Venice, Florida 34292 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	John F. Rotolante
Secretary:	John F. Rotolante
Treasurer:	John F. Rotolante

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

John F. Rotolante

whose addressess shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

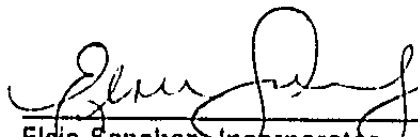
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,
this SEP 13 1996.


Elsie Sanchez, Incorporator

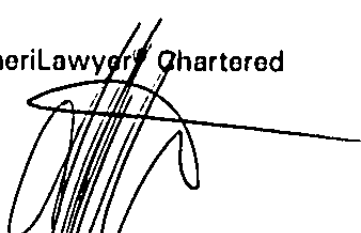
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered
office of the Corporation name above, and having been designated as the Registered
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts
the obligations of the position of Registered Agent under the applicable provisions of
the Florida Statutes.

AmeriLawyer® Chartered

By: 
Natalia Utrera, Vice President



P96000076854

Post Office Box 3319
Sarasota, Florida 34230-3319
(941) 488-4160
December 10, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300002028113--2
-12/12/96--01114--002
*****35.00 *****35.00

Re: **HAPPY GUY, INC. ;**
Amendment(s) to Articles of Incorporation.

To Whom it May Concern:

Enclosed please find the original, plus one (1) copy of Articles of Amendment to Articles of Incorporation of the above-referenced corporation. Also enclosed is check payable to the Secretary of State in the amount of \$35.00 for filing fees.

Please file said Articles of Amendment and return proof of receipt to me at the above address.
Thank you for your *prompt attention to this matter.*

Very truly yours,

~~W. J. ...~~

SH 1/24
Amend
& NC

FILED
97 JAN 28 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

December 19, 1996

Happy Buy, Inc.
P.O. Box 3319
Sarasota, FL 34230-3319

SUBJECT: HAPPY BUY, INC.
Ref. Number: P96000076854

We have received your document for HAPPY BUY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 496A00056658



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 13, 1997

Happy Buy, Inc.
P.O. Box 3319
Sarasota, FL 34230-3319

SUBJECT: HAPPY BUY, INC.
Ref. Number: P96000076854

We have received your document for HAPPY BUY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 897A00001563

1-27-97

RTTN: STEVEN HARRIS

PLEASE REMIT THE AMMENDMENT TO US AT
OUR HOME ADDRESS:

JOHN & TAMMY ROTOLANTE
625 JACKSON RD NORTH
VENICE, FL 34292

I WOULD LIKE TO THANK YOU FOR YOUR HELP IN THIS
MATTER, IT IS VERY MUCH APPRECIATED. IF YOU
HAVE ANY QUESTIONS AT ALL PLEASE DO NOT HESITATE
TO CALL ME AT HOME OR THE STORE.

HOME: (941) 488-4160

STORE: (941) 484-0999

HAPPY GUY MUSIC, INC
537 US 41 BYPASS NORTH
VENICE, FL 34292

FILED

97 JUN 28 PM 12:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HAPPY BUY, INC.

Pursuant to the provisions of section 606.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted:

1. Article 1 - Name: This article is deleted in its entirety and replaced with the following:

ARTICLE 1 - NAME

The name of the corporation is ~~HAPPY BUY, INC.~~, (hereinafter, "Corporation").
HAPPY GUY MUSIC, INC.

2. Article 4 - Incorporator: This article is deleted in its entirety and replaced with the following:

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

John F. Rotolante
625 North Jackson Road
Venice, Florida 34292

3. Article 5 - Officers: This article is deleted in its entirety and replaced with the following:

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President	-	John F. Rotolante
Vice President	-	Tammy S. Rotolante
Secretary	-	Tammy S. Rotolante
Treasurer	-	Tammy S. Rotolante

whose addresses shall be the same as the principal office of the Corporation.

4. Article 6 - Directors: This article is deleted in its entirety and replaced by the following:

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

John F. Rotolante
Tammy S. Rotolante

whose addresses shall be the same as the principal office of the Corporation.

5. Article 7 - Corporate Capitalization: The seven thousand five hundred (7,500) shares of previously issued stock of the Corporation are hereby cancelled and seven thousand five hundred (7,500) shares of new stock in the name of ~~HAPPY GUY, INC.~~, with a par value of one dollar (\$1.00) per share will be issued.

Happy Guy Music, INC.

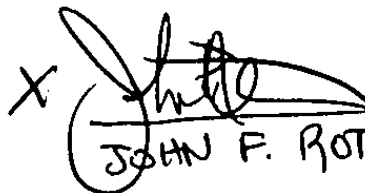
SECOND: The date of each amendment's adoption is DECEMBER 2, 1996

THIRD: 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 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 not adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 2ND day of DECEMBER, 1996.

 **PRESIDENT**
JOHN F. ROTOLANTE,
Incorporator

X 
JOHN F. ROTOLANTE