

P96000082636

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

KCR Florida, Inc.

☒ Profit Auto of Inc.

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

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WCCI 7.1996

W96-20935

SECRET  
TALLAHASSEE, FL

96 OCT - 7 PM 2:36

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-10/09/96-0071-003  
\*\*\*122.50 \*\*\*122.50



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 3, 1996

CT CORPORATION SYSTEM

TALLAHASSEE,

SUBJECT: KCR FLORIDA, INC.  
Ref. Number: W96000020935

We have received your document for KCR FLORIDA, 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):

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: 996A00045291

**ARTICLES OF INCORPORATION  
OF**

KC Retail Florida, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is KC Retail Florida, Inc.

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

**ARTICLE III**

**NATURE OF BUSINESS**

The Corporation shall have the power to engage in any and all lawful business, trades, occupations and professions.

**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock, each share having the par value of One Cent (\$.01) amounting to an aggregate of One Hundred (\$100.00) Dollars.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V**

### **PREEMPTIVE RIGHTS**

Shareholders of the Corporation shall not have preemptive rights.

## **ARTICLE VI**

### **ADDRESS**

The initial address of the principal office of this corporation is to be 2485 East Sunrise Boulevard, Suite 203, Ft. Lauderdale, Florida 33304. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

## **ARTICLE VII**

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

The address of this Corporation's initial registered agent and office is CT Corporation System, 1200 S. Pine Island Rd., Plantation, FL 33324

## **ARTICLE VIII**

### **INCORPORATOR**

The name and address of the incorporator is: Randy Sue Valove, 100 S.E. Second Street, Suite 4000, Miami, Florida 33131.

## **ARTICLE IX**

### **BY-LAWS**

The power to adopt, alter, appeal, and repeal By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders.

## **ARTICLE X**

### **INDEMNIFICATION**

This Corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation. Said indemnification shall include, but not be limited to, the expenses, including the costs of any

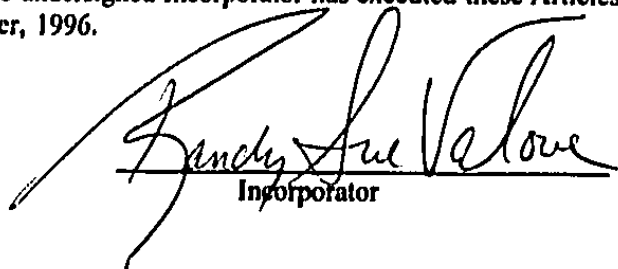
judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceedings, and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

#### **ARTICLE XI**

#### **AMENDMENT**

This Corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

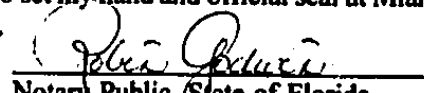
**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day of October, 1996.

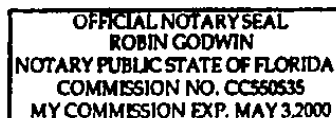
  
Incorporator

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

**BEFORE ME**, the undersigned authority, personally appeared **RANDY SUE VALOVE** who is to me well known to be the person described in and who subscribed the above Articles of Incorporation and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 2<sup>nd</sup> day of October, 1996.

  
Notary Public, State of Florida  
Print Name: Robin Godwin  
My Commission Expires:



### CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted, in compliance with said Act:

*Retail*

That KC *Retail* FLORIDA, INC. desiring to incorporate under the laws of the State of Florida, has named CT Corporation System with an address of 1200 S. Pine Island Rd., Plantation, FL 33324, as its agent to accept service of process within the State.

### ACKNOWLEDGEMENT

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

Dated this 3<sup>rd</sup> day of October, 1996.

Connie Bryan  
Registered Agent

Connie Bryan, Special Assistant  
Secretary

1122001

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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POPHAM HAIR

SCHNOBRICH & KAUFMAN, LTD.

DENVER, COLORADO  
TEL 303-555-1500

MINNEAPOLIS, MINNESOTA  
TEL 612-333-4800

NATIONSBANK TOWER AT  
INTERNATIONAL PLACE, SUITE 4000  
100 S.E. SECOND STREET  
MIAMI, FLORIDA 33131-9101  
TEL 305-530-0080 • FAX 305-530-0085

WASHINGTON, D.C.  
TEL 202-824-8000

INTERNATIONAL AFFILIATION:  
BEIJING, CHINA  
TEL 01061-615881

November 25, 1996

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

400002015994--9  
-11/27/96--01060--022  
\*\*\*\*\*87.50 \*\*\*\*\*87.50


Re: KC Retail Florida, Inc.

Dear Sir or Madam:

Enclosed are two executed originals of the Articles of Amendment to the Articles of Incorporation of KC Retail Florida, Inc. for filing along with a check for \$87.50 for the required filing and certification fees. Please file one copy, certify the other copy and return it to the undersigned using the enclosed self-addressed stamped envelope.

Should you have any questions regarding this filing, please telephone the undersigned. Thank you for your prompt assistance.

Very truly yours,

  
Maria E. Chang  
For the Firm

Enc.  
1126499.1

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 NOV 27 PM 3:22

FILED

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DPS

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
KC RETAIL FLORIDA, INC.**

**ARTICLE I**

The name of the Corporation is KC RETAIL FLORIDA, INC.

**ARTICLE II**

The Articles of Incorporation of the Corporation filed with the Secretary of State of Florida on October 7, 1996 are hereby amended by deleting Article IV of said Articles of Incorporation and replacing it with the following:

**"ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock, each share having the par value of One Dollar (\$1.00) amounting to an aggregate of Ten Thousand (\$10,000.00) Dollars.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable."

**ARTICLE III**

These Articles of Amendment do not provide for an exchange, reclassification, or cancellation of issued shares.

**ARTICLE IV**

These Articles of Amendment were duly approved and adopted by the sole incorporator of the Corporation on November 25, 1996.

**ARTICLE V**

These Articles of Amendment were adopted by the sole incorporator of the Corporation without shareholder action because, pursuant to Florida Statute Section 607.1005, shareholder action is not required because the Corporation has not yet issued shares.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**IN WITNESS WHEREOF**, the undersigned sole incorporator of this Corporation has executed these Articles of Amendment to the Articles of Incorporation as of this 25th day of November, 1996.



Randy Valove, Sole Incorporator

1126483.1