

P96000083555

TRANSMITTAL LETTER

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

SUBJECT: CLASSIC DESIGNS, INC.  
(Proposed corporate name - must include suffix)

900001961419  
-10/01/96--01138--009  
\*\*\*78.75 \*\*\*78.75

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: RONALD C. CHILDRESS  
Name (printed or typed)

2605 GREY TWIG LANE  
Address

FT. PIERCE, FLORIDA 34981  
City, State & Zip

(407) 465-2234  
Daytime Telephone number

FILED  
96 OCT 10 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OCT 2 1996 BSB  
635,502  
W96-20785

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



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

October 2, 1996

**RONALD C. CHILDRESS**  
**2605 GREY TWIG LANE**  
**FORT PIERCE, FL 34981**

**SUBJECT: CLASSIC DESIGNS, INC.**  
**Ref. Number: W96000020785**

We have received your document for CLASSIC DESIGNS, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6925.

**Brenda Baker**  
**Corporate Specialist**

**Letter Number: 296A00045059**



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 2, 1996

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2605 GREY TWIG LANE  
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Brenda Baker  
Corporate Specialist

Letter Number: 296A00045059

*NOTE: AS PER Tele. Conversation with BRENDA,  
10-7-96 - I AM changing our corp. NAME TO:  
CLASSICAL DESIGNS - & you are holding this name  
until you receive this pkg. Thanks Ron Childress*

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

STATE OF Florida  
COUNTY OF St. Lucie

FILED

96 OCT 10 AM 10:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**CLASSICAL DESIGNS, INC."**

We the undersigned, being persons legally competent to enter into contracts, do hereby form this corporation pursuant to Chapter 607, Florida Statutes, and do hereby make, subscribe and acknowledge these Articles for that purpose, as follows:

1.

**NAME:** The name of the corporation is CLASSICAL DESIGNS, INC."

2.

**GOVERNING LAW:** This corporation is organized pursuant to the provisions of Chapter 607, Florida Statutes.

3.

**NATURE OF BUSINESS, PURPOSES AND OBJECTS:** The purpose of the corporation is pecuniary gain as to its stockholders, and for the following purposes on its own account and for others:

(a) To engage in every phase and aspect of the lawful business of, including but not limited to, the manufacturing and sale of novelty items.

(b) To own stock of related companies, which are subsidiaries or otherwise; to own real or personal property necessary or appropriate for the rendering of the stated purposes and services; and to invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment whatsoever.

(c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of the purposes and objects enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation; and, in general, either alone or in association with other associations, corporations, firms or individuals, to carry on any lawful purpose permitted by law; and to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both purposes and objects of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes or objects shall not be held to limit or restrict in any manner the purposes or objects of the corporation otherwise permitted by law.

4.

**CAPITAL STOCK:** The maximum number of shares of capital stock that the corporation is authorized to have outstanding at any one time shall be one thousand (1,000) shares of stock of the par value of one dollar per share all of which shall be common stock of the same class.

The corporation shall not begin business until it has received at least five hundred (500) dollars in payment for shares of its common stock, with a par value of one dollar, fully paid for.

All common stock issued shall be fully paid and non-assessable. Each share of stock shall be entitled to one (1) vote.

The shareholders shall have certain rights incorporated into a shareholders agreement executed by the principle shareholder on or about the time of the filing of these Articles of Incorporation.

5.

**CONTINUITY:** The corporation shall not be dissolved or in any similar manner affected by the death, insanity, incompetency, conviction for felony, resignation, withdraw, transfer of ownership or shares, retirement, or expulsion of any one (1) or more of the shareholders or by a vacancy on the Board of Directors or by any changes in the staff of the corporation or by the happening of any other event, which under the laws of the State of Florida, would work a dissolution of a partnership. No shareholder shall have the power to dissolve the corporation by his independent action of any kind, unless the dissolution of said corporation is put to a vote of the shareholders at a properly called and scheduled meeting under the bylaws of this corporation.

6.

**DURATION:** The existence of the corporation shall commence on ~~September 1, 1995~~ <sup>Date of Filing</sup>. The duration of the corporation shall be perpetual; provided, however, that the corporation may be dissolved and terminated at any time by agreement of two-thirds (2/3) of the then outstanding shares of the corporation at any regular meeting or a special meeting of the shareholders called for that purpose. In the event of dissolution, the Board of

Directors, as trustees of the property of the corporation, shall apply the corporations assets, first to the payment of the debts of the corporation and second, pro rata to the shareholders of the corporation.

7.

**RESTRAINTS ON ALIENATION OF STOCK AND CONDITIONS OF OWNERSHIP:** (a) The shareholders of the corporation shall have the power to include in the bylaws, adopted by a majority vote of the then outstanding shares of stock, any regulatory or restrictive provisions regarding the sale, assignment, pledge, transfer, or other disposition (whether by operation of law or otherwise) of any of the outstanding stock of the corporation by any of its shareholders. Such regulatory or restrictive provisions shall not affect the rights of third parties without actual knowledge thereof, unless existence of such provisions shall be noted conspicuously on the certificate evidencing the ownership of such stock. (b) No shareholder may sell, assign, pledge, transfer or otherwise dispose of (whether by operation of law or otherwise) his stock in the corporation to another individual without having first complied with the regulatory and restrictive provisions referred to in subparagraph (a) and set forth in the bylaws of this corporation or such other agreement.

8.

**RESTRICTIONS ON THE TRANSFER OF OUTSTANDING SHARES OF STOCK:** The authorized capital stock of CLASSICAL DESIGNS, Inc. shall consist of 1,000 shares of no-par common stock. WHEREAS, Stockholders wish to keep control of Corporation in the survivors upon the death, retirement or termination of employment of one or more of them. Stockholders will sell and transfer their stock to Corporation, and Corporation will redeem their stock in accordance with the provisions of this agreement. Upon the death, retirement or termination of the Stockholder, Corporation shall redeem all of Corporation's stock owned by the deceased, retiree or terminated shareholder out of Corporation's surplus. Deceased, retiree or terminated shareholder's estate shall surrender the certificates representing the redeemed stock. The redemption price shall be computed and paid to the deceased, retiree or terminated shareholder's estate in accordance with the provisions of this agreement. Upon the execution of this agreement, Shareholders shall fix the value of each share of Corporation's stock and shall set down the value in a writing signed by each of them. Annually, no later than 60 days after the close of Corporation's fiscal year, Shareholders shall re-fix the value of each share of Corporation's stock and shall set down the value in a writing signed by each of them. At such time as the Corporation redeems the stock of a deceased, retiree or terminated shareholder, the redemption price shall be the value per share last fixed by Shareholders multiplied by the number of shares redeemed. Should Shareholders fail to value Corporation's stock for (2) two successive corporate fiscal years prior to a

Shareholder's death, or should a Shareholder die after the close of a fiscal year, but before Shareholders have valued the stock as provided in this agreement, the value of each share of Corporation's stock shall be fixed by the Certified Public Accountant of C.P.A. firm then employed by Corporation. This agreement is binding on Shareholders and Corporation, their heirs, legal representatives, successors, and assigns.

9.

**ADDITIONAL POWERS:** In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida, and of the purposes and objects stated in paragraph 3, the corporation shall have the following additional powers:

(a) To enter into any general or limited partnership joint venture with any individual, firm, association or corporation for the purpose of carrying on any business with the corporation that said corporation has the direct or incidental authority to pursue.

(b) To purchase and acquire any or all of its stock owned and held by any shareholder who should desire to sell, assign, pledge, transfer or otherwise dispose of (whether by operation of law or otherwise) his stock, in accordance with the bylaws or other agreement adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase.

(c) The right to purchase and acquire the stock owned and held by any shareholder who may die, or retire in accordance with the provisions of Article 8, Subdivision (b) and bylaws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase. This right supersedes any other right, regardless of the method or procedure used to convey such right, possessed by any individual, either family member, friend or acquaintance.

(d) To enter into, for the benefit of its employees, one (1) or more of the following: (1) Pension Plan; (2) a Profit Sharing Plan; (3) a Sick Pay Plan; (4) a Thrift Plan and Savings Plan; (5) a Medical Expense Plan; or (6) other fringe benefits or incentive compensation plans.

10.

**BYLAWS:** The dates on which the shareholder's annual meeting shall be held, the number of members of the Board of Directors, and their terms of office and the terms of office and powers and duties of the officers shall be fixed by the bylaws of the corporation. The shareholders shall have the power to make bylaws for the regulation and government of the corporation, its Board of Directors, officers, employees, agents, servants and for all other purposes not in conflict with the laws of the State of Georgia and to further amend or alter such bylaws at any time by

the agreement of two-thirds (2/3) of the then outstanding shares of stock represented at any regular meeting of the shareholders called for that purpose.

11.

**GENERAL MANAGEMENT AND CONTROL:** Subject to the restrictions, if any, as may be set forth in the bylaws, the Board of Directors shall exercise general management and control of the business and may exercise all of the powers of the corporation except such as may be limited by statute, or by the Articles of Incorporation or amendment thereto, or by the bylaws as constituted from time to time expressly conferred upon or reserved to the shareholders.

12.

**DIVIDENDS:** The Board of Directors may, from time to time, declare dividends upon the common stock of the corporation from the earned surplus arising from the business of the corporation and from the current years earnings of the corporation determined in accordance with the generally accepted accounting principles.

13.

**CONTRACTS:** No contract or other transaction between the corporation and any other firm, association, or corporation shall be affected or invalidated by the fact that any of the members of the Board of Directors of the corporation are interested in or members, shareholders, governors, directors or officers of such firm, association, or corporation; and no contract, act or transaction of the corporation with any individual, firm, association or corporation shall be affected or invalidated by the fact that any of the members of the Board of Directors of the corporation are parties to or interested in such contract, act or transaction or are in any way connected with such individual, firm, association or corporation. Each and every individual who may become a member of the Board of Directors of the corporation is hereby relieved from any liability that might otherwise exist by reason of contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

14.

**INITIAL REGISTERED OFFICE:** The initial principal office of the corporation is at 2605 Grey Twig Lane, Ft. Pierce, Florida 34981. the initial registered office of the corporation is at 2605 Grey Twig Lane, Ft. Pierce, Florida 34981, St. Lucie County. The initial registered agent of the corporation at such address is Ronald C. Childress. The mailing address for the corporation is 2605 Grey Twig Lane, Ft. Pierce, Florida 34981.



15.

**BOARD OF DIRECTORS:** The initial Board of Directors Shall consist of:

- (1) Brian K. Childress, 104 Chase Court, Peachtree City, Georgia 30269.
- (2) Ronald C. Childress, 2605 Grey Twig Lane, Ft. Pierce, Florida 34981.
- (3) Roy R. Krueger, 4700 South 25th Street, Ft. Pierce, Florida 34981.

16.

**INCORPORATORS:** The incorporators are:

- (1) Brian K. Childress, 104 Chase Court, Peachtree City, Georgia 30269.
- (2) Ronald C. Childress, 2605 Grey Twig Lane, Ft. Pierce, Florida 34981.
- (3) Roy Krueger, 4700 South 25th Street, Ft. Pierce, Florida 34981.
- (4) Peter Webb, 2607 Grey Twig Lane, Ft. Pierce, Florida 34981.

17.

**AMENDMENTS:** The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation at any time by the agreement of two-thirds (2/3) of the then existing shareholders at any regular meeting or at a special meeting of the shareholders called for that purpose, and all rights conferred on shareholders herein are granted subject to this reservation.

18.

**SEVERANCE:** If any phrase, clause, sentence, paragraph or provision of these Articles of Incorporation is held void or illegal it shall not impair nor affect the rest of these Articles of Incorporation and the associates do hereby declare that they would have signed and executed the remainder of their Articles without such void or illegal provision.

AT WITNESS WHEREOF, the undersigned incorporator has  
executed these Articles of Incorporation the 26<sup>th</sup> day of  
September, 1996.

Brian K. Childress  
Brian K. Childress  
Incorporator

Ronald C. Childress  
Ronald C. Childress  
Incorporator

Roy R. Krueger  
Roy R. Krueger  
Incorporator

Peter Webb  
Peter Webb  
Incorporator

Sworn to (or affirmed) and subscribed before me this 26  
day of Sept., 19 96.

Personally Known ✓

OR Produced Identification                     

Type of Identification Produced                     

Susan S. Lawrence  
Notary Signature



Susan T. Lawrence  
MY COMMISSION # 0030885 EXPIRES  
May 16, 2000  
SIGNED THIS 26TH DAY OF SEPTEMBER, 1996

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

1. The name of the corporation is: CLASSICAL DESIGNS, INC

2. The name and address of the registered agent and office is:

RONALD C. CHILDRESS  
(NAME)

2605 GREY TWIG LANE  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

FT. PIERCE, FLORIDA 34981  
(CITY/STATE/ZIP)

*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.*

Ronald C. Childress  
(SIGNATURE)

9-4-96  
(DATE)