

P96000098762

TRANSMITTAL LETTER

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

SUBJECT: TRIBAL CULTURE, INC.
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
11-30-96

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-12/03/96--01154--007
*****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: Christopher Lossen
Name (Printed or typed)

4791 SW 110 Avenue
Address

Ft. Lauderdale, FL 33328
City, State & Zip

(954) 680-7697
Daytime Telephone number

FILED
96 DEC -3 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

12-6-96
KE

FILED
96 DEC -3 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TRIBAL CULTURE INC.**

EFFECTIVE DATE
11-30-96

The undersigned, desiring to form a corporation under the provisions of the Laws of the State of Florida, hereby subscribe and file with the Secretary of the State of Florida, the following Articles of Incorporation for such Corporations:

ARTICLE I - NAME

The name of the corporation shall be:

TRIBAL CULTURE, INC.

ARTICLE II - PURPOSE

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do:

- A. To design, manufacture, and sell T-Shirts
- B. To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including, but not limited to, the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and

services of every class, kind and description.

C. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of building or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

D. To purchase, sell, pledge, subscribe for or otherwise acquire and to hold the shares, stocks, bonds, debentures, futures, options, commodities, puts and calls or obligations of any company organized under the laws of the State of Florida or of any other state or territory of the United States or any foreign country, except monies or transportation, banking or insurance companies, and to sell or exchange the same, or upon the distribution of assets or divisions of profits, to distribute any such shares, stocks, or obligations or proceeds thereof among the stockholders of this company.

E. The Corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to secure any indebtedness due it in the same manner common

to natural persons. It shall have the full power to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

F. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

G. The foregoing shall be construed as independent business, and enumeration of any specific business shall not restrict any other business of the corporation.

H. The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its assets.

I. To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, and any and all other acts and things, insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers in upon the expressed condition precedent that the various

powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under which it is organized. The said corporation may perform any part of its business outside of the State of Florida, or in other states or colonies of the United States or in any foreign country or countries.

ARTICLE III - DURATION

This corporation shall exist on a perpetual basis commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV - CAPITAL STOCK

- A. The aggregate number of shares that the corporation shall have authority to issue is 1,000 shares of Capital Stock with \$1.00 par value per share.
- B. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.
- C. The sholders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the

corporation.

D. The shares of the corporation are not to be divided into classes.

E. The corporation is not authorized to issue shares in series.

ARTICLE V - 1244 STOCK

The capital stock of the corporation will be issued in accordance with the requirements of Section 1244 of the Internal Revenue Code of 1986.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 4791 SW 110 Avenue, Ft. Lauderdale, Florida, 33328 and the initial registered agent of this corporation is Christopher Lossen. However, this corporation may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or

convenient.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and address of the first Board of Director who, being subject to the provisions of the Articles of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until a successor is selected and has qualified, is as follows:

NAME	ADDRESS
Christopher Lossen	4791 SW 110 Avenue FT LAUDERDALE, FL 33328

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE X - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XI - TRANSACTIONS WITH DIRECTORS AND OFFICERS

No contract or other transaction between the corporation and any other form or corporation shall be affected or invalidated by reasons of the act that any one or more of the

Directors or Officers of this corporation is, or are, interested in, or is a member stockholder, director or officer or any members stockholders, directors or officers of such other firm or corporation; and any director or officer, or officers, individually or jointly, may be a part or parties to, or may be interested in, any contract act or transaction of this corporation with any person or persons, firms, association, or corporation shall be affected or invalidated by reason of the fact that any director or directors or officer of this corporation, is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation, for the benefit of himself or any firm, association or corporation, in which he may be interested; directors, when so interested, shall be counted present at directors' meeting for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as fully and with the same effect as if not so interested.

ARTICLE XII - INDEMNIFICATION

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the

shareholders is subject to this reservation.

ARTICLE XIII - MISCELLANEOUS

A. The corporation shall have the further right and power from time to time to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders and no stockholder shall have the right of inspecting any account, book or documents of this corporation except as conferred by statutes, unless authorized by a resolution of the stockholders or the Board of Directors.

B. Both stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within the State of Florida or without, and to keep the books of the corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

C. The corporation may in its by-laws confer powers upon its Directors in addition to the powers authorized and expressly conferred by statute.

ARTICLE XIV - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:


NAME

Christopher Lossen

ADDRESS

4791 SW 110 Avenue
Ft. Lauderdale, FL 33328

The undersigned incorporator has executed these Articles of
Incorporation this 30 day of November, 1996.


Signature

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 TRIBAL CULTURE, INC.
2. The name and address of the registered agent and office is:


NAME

ADDRESS

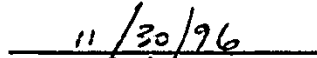
Christopher Lossen

4791 SW 110 Avenue
Ft. Lauderdale, FL 33328

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



Date

FILED
96 DEC -3 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA