

# TRANSMITTAL LETTER

# P97000005007

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

100002055771--5  
-01/13/97--01062--011  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: Freedom Embroidery, Inc.  
(Proposed corporate name - must include suffix)

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: Mary Carotenuto, Esq.  
Name (printed or typed)

3000 Gulf to Bay Blvd, Suite 206  
Address

Cleawater, FL 34619  
City, State & Zip

(813) 725-0270  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 13 AM 10:26

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

*97/1/17/97*

**ARTICLES OF INCORPORATION  
OF  
FREEDOM EMBROIDERY, INC.**

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I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida under the following proposed charter:

**ARTICLE I - NAME/ADDRESS**

The name of this corporation shall be FREEDOM EMBROIDERY, INC., and it's business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and it's principal place of business shall be 2963 Gulf To Bay Blvd., Suite 270, Clearwater, Florida 34619 or such other place as from time to time is designated.

**ARTICLE II - PURPOSE**

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida. This corporation's primary business shall be manufacturing and to do every other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and the State of Florida.

### **ARTICLE III - CAPITAL STOCK**

The total number of shares that may be issued by the corporation is 50,000 shares of common stock, with a par value of one dollar per share, which stock may be issued in fractional shares and may be in whole or in part cancelled and reissued at any time in compliance with the By-Laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

### **ARTICLE IV - DURATION**

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

### **ARTICLE V - OFFICERS AND DIRECTORS**

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than two members who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-Laws, Shareholder's Agreement, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual

meeting of the stockholders are as follows:

Mr. James Gay, President and Director  
Rt. 2, Box 416  
Floyd, Virginia 24091

Mr. Neil Sevintuna, Vice President/Secretary and Director  
12 Clearview Drive  
Safety Harbor, Florida 34695

Ms. Ava Sevintuna, Vice President/Treasurer and Director  
12 Clearview Drive  
Safety Harbor, Florida 34695

#### **ARTICLE VI - MANAGEMENT TEAM**

The Management team consists of Mr. James A. Gay whose 20 years of experience consists of a background in marketing, production and operations in the textile industry with Hollingsworth & Vose Company and Sterns & Foster Co.; Mr. Neil Sevintuna, whose 12 years of experience consists of a background in sales, and business development with Price Waterhouse and World Brands, Inc.; and Ms. Ava Sevintuna, whose 12 years of experience consists of a background in accounting and computers with Price Waterhouse and IBM.

#### **ARTICLE VII - RESPONSIBILITIES**

Mr. James Gay: Develops and maintains the vision of the Company. Oversees marketing, product development, and production. Seeks business opportunities and strategic alliances with other companies and organizations. Plans, develops, and establishes policies and objectives of business organization in accordance with Board Directives and Company Charter.

Mr. Neil Sevintuna: Approves all financial obligations. Directs and coordinates financial programs to provide funding for new or continuing operations in order to maximize return on investments, and increase productivity.

Ms. Ava Sevintuna: Manages working capital including receivables, inventory, cash and marketable securities. Performs financial forecasting including capital budget, pro forma financial statements, external financing requirements, financial condition requirements.

#### ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators to these Articles and the number of shares of common stock which each agrees to take is as follows:

Name and Address	Number of Shares	Value
Mr. James Gay Rt. 2, Box 416 Floyd, Virginia 24091	20,000	\$ 20,000.00
Mr. Neil Sevintuna 12 Clearview Drive Safety Harbor, Florida 34695	15,000	\$ 15,000.00
Ms. Ava Sevintuna 12 Clearview Drive Safety Harbor, Florida 34695	15,000	\$ 15,000.00

#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

**ARTICLE X - POWERS**

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock herein above named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares herein above, and set my hand and seal this 9th day of January, 1997.

  
\_\_\_\_\_  
NEIL SEVINTUNA

**ACCEPTANCE**

Pursuant to Florida Statutes, the following is submitted in compliance with said act:

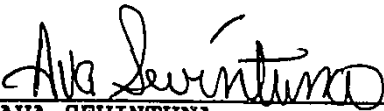
That FREEDOM EMBROIDERY, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles of Incorporation at the City of Clearwater, County of Pinellas, State of Florida, have named Ava Sevintuna at 2963 Gulf To Bay Blvd., Suite 270, City of Clearwater, County of Pinellas, State of Florida as its registered agent to accept service of process within this State.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ACCEPTANCE

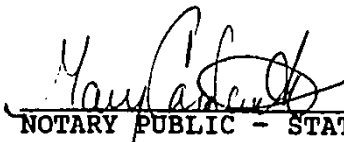
Having been named to accept service of process for the above named corporation, at the place designated in the above Articles of Incorporation, I hereby accept appointment in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
AVA SEVINTUNA

STATE OF FLORIDA       )  
                                  SS  
COUNTY OF PINELLAS   )

Before me, the undersigned authority, personally appeared Ava Sevintuna, who being duly sworn by me, deposes and says that she is the individual described in the foregoing Acknowledgement and that all things contained therein are true and correct.

Sworn to and subscribed before me this 9 day of January, 1997.

  
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:



MARY CAROTENUTO  
My Commission L. #69786  
Expires Jul. 18, 2000