

P97000007090

Requestor's Name

CENTER ACCOUNTING SERVICE, INC.  
414 TURNER STREET  
CLEARWATER, FL 34616

Office Use Only

FILED  
97 JAN 23 PM 12 21  
SECRET  
TALLAHASSEE, FLORIDA

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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W97-1105

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input 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

XH  
1-23-97



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

January 16, 1997

**CENTER ACCOUNTING SERVICE, INC.**  
414 TURNER STREET  
CLEARWATER, FL 34616

**SUBJECT: EVERYTHINGUNDER THE SUN GARDEN CENTER INC.**  
Ref. Number: W97000001105

We have received your document for **EVERYTHINGUNDER THE SUN GARDEN CENTER INC.** and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation must be prepared in compliance with section 607.0202, Florida Statutes. Please refer to this section of the law.

You must designate an article for the corporate name and the principal place of business.

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) 487-6927.

**Kathy Hyman**  
Document Specialist

Letter Number: 797A00002247

FILED  
97 JAN 23 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
FOR

EVERYTHING UNDER THE SUN GARDEN CENTER INC

THE NAME OF THE CORPORATION SHALL BE; EVERYTHING UNDER THE SUN GARDEN CENTER INC, THE ADDRESS 5906 MARINA DRIVE HOLMES BEACH FL 34217 THE UNDERSIGNED INCORPORATOR, BEING A NATURAL PERSON, HEREBY FILES THESE ARTICLES OF INCORPORATION TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

A. THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED SHALL BE TO ENGAGE IN THE BUSINESS OF PURCHASING, ACQUIRING, OWNING, LEASING, SELLING, TRANSFERRING, ENCUMBERING, GENERALLY ENGAGED IN ANY LEGAL AND LAWFUL BUSINESS IN THE STATE OF FLORIDA WITH ALL NEEDS AND SUPPLIES AND/OR ACCESSORIES USED IN CONNECTION THEREWITH; AND THE PURCHASING, ACQUIRING, OWNING, SELLING, AND GENERALLY DEALING IN ALL TYPES OF SUPPLIES USED IN CONNECTION WITH SUCH RELATED PROPERTY.

B. TO PURCHASE, ACQUIRE, OWN, LEASE, SELL, TRANSFER, ENCUMBER, REPAIR, RENOVATE AND SERVICE ALL TYPES OF PROPERTY, REAL AND PERSONAL CONNECTED IN ANY MANNER WHATSOEVER WITH THE OPERATION OF THIS BUSINESS.

C. TO HAVE ONE OR MORE OFFICES, STORES, OR PLACES OF BUSINESS TO CONDUCT ITS BUSINESS AND PROMOTE ITS OBJECTS WITHIN OR WITHOUT THE STATE OF FLORIDA WITHOUT RESTRICTIONS AS TO PLACE OR AMOUNT.

D. FOR ANY OTHER LAWFUL PURPOSE OF THE CORPORATION TO ENTER INTO, MAKE OR PERFORM CONTRACTS OF EVERY KIND WITH ANY PERSON, FIRM, ASSOCIATION OR CORPORATION, MUNICIPAL BODY, POLITIC, COUNTRY, TERRITORY, STATE OR GOVERNMENT AND WITHOUT LIMITATION TO BORROW MONEY AND CONTRACT

DEBTS WHEN NECESSARY IN THE TRANSACTION OF ITS BUSINESS FOR THE EXERCISE OF ITS CORPORATE RIGHTS, PRIVILEGES, OR FRANCHISES, OR FOR ANY OTHER LAWFUL PURPOSE OF ITS INCORPORATION; TO ISSUE BONDS, PROMISSORY NOTES, DRAFTS, BILLS OF EXCHANGE, DEBENTURES AND OTHER, OBLIGATIONS AND EVIDENCES OF INDEBTEDNESS, SECURED OR UNSECURED, PAYABLE AT SPECIFIED TIME OR TIMES FOR ANY AND ALL OBJECTS AND PURPOSES OF THIS CORPORATION.

E. TO DO ALL AND EVERYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OF ANY OF THE PURPOSES OR THE ATTAINING OF ANY OF THE OBJECTS OR THE FURTHERANCE OF ANY OF THE POWERS ENUMERATED IN THIS CERTIFICATE OF INCORPORATION OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE PROTECTION AND BENEFIT OF THIS CORPORATION.

THE FOREGOING PARAGRAPHS SHALL BE CONSTRUED AS ENUMERATING BOTH OBJECTS AND POWERS OF THIS CORPORATION; AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER THE POWERS OF THIS CORPORATION TO DO ALL OR ANYTHING THAT IS LAWFUL.

## ARTICLE II

### CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND TO HAVE OUTSTANDING AT ANY ONE TIME SHALL BE 7500 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$1.00.

## ARTICLE III

THIS CORPORATION IS TO EXIST PERPETUALLY.

## ARTICLE IV

### ADDRESS

THE INITIAL STREET ADDRESS OF THE INITIAL REGISTERED AGENT OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: CLARENCE E. CENTER JR., 414 TURNER STREET CLEARWATER FL 34616.

THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION AT SUCH ADDRESS IS : CLARENCE E. CENTER JR..

#### ARTICLE V

##### DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR, INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE SHAREHOLDERS.

#### ARTICLE VI

##### INITIAL DIRECTORS

THE NAME AND ADDRESS OF THE INITIAL DIRECTOR IS: CLARENCE E. CENTER JR., 5906 MARINA DRIVE HOLMES BEACH FL 34217.

#### ARTICLE VII

##### INCORPORATORS

THE INITIAL NAME AND ADDRESS OF EACH INITIAL INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS CLARENCE E. CENTER JR., 5906 MARINA DRIVE HOLMES BEACH FL 34217.

#### ARTICLE VIII

##### AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT

MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

ARTICLE IX

THE EXISTING STOCKHOLDERS AT THE TIME OF ANY ISSUANCE OF AUTHORIZED SHARES OF STOCK SHALL HAVE, ON A PRO-RATA BASIS, A FIRST REFUSAL RIGHT TO ACQUIRE SAID SHARES BEING ISSUED. IF ANY STOCKHOLDER SHALL ELECT TO DISPOSE OF ANY SHARES OF STOCKS OWNED BY HIM, THE CORPORATION SHALL HAVE FIRST REFUSAL RIGHT TO ACQUIRE SAID SHARES BEING DISPOSED OF.

I HEREBY AM FAMILIAR AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR THIS CORPORATION.

  
CLARENCE E. CENTER JR.

INCORPORATOR AND REGISTERED AGENT

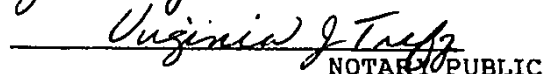
STATE OF FLORIDA )

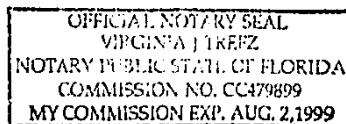
) SS:

COUNTY OF PINELLAS )

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME A NOTARY PUBLIC, IN AND FOR THE STATE OF FLORIDA AT LARGE, CLARENCE E. CENTER JR. WELL KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE SIGNED AND EXECUTED SET FORTH. WITNESS MY HAND AND OFFICIAL SEAL AT CLEARWATER FLORIDA, SAID COUNTY AND STATE, ON THIS 18 DAY OF January 1997.

MY COMMISSION EXPIRES:

  
NOTARY PUBLIC



FILED  
97 JAN 23 PM 12:21  
TALLAHASSEE, FLORIDA  
ALE