

997000008340

FLORIDA DEPARTMENT OF STATE
JIM SMITH, SECRETARY OF STATE
DIVISION OF CORPORATIONS
ATTN: JOANNA K. MCCOWN
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

Jan 13, 1997

DEAR JOANNA K. MCCOWN:

ENCLOSED PLEASE FIND MY CHECK FOR \$ 122.50 COVERING THE VARIOUS
FEES FOR INCORPORATION.

THANK YOU, *A Bryan Sipes*

cc:
r. bryan sipes
file

400002066064--9
-01/23/97--01042--015
****122.50 ****122.50

L.M. Tuscan, Assoc. & Accountants, Inc.
1412 Jackson St., Suite 4
FORT MYERS, FLORIDA 33901
LEON TUSCAN
Associates Accountants, Inc.
1412 JACKSON ST., SUITE 4
FORT MYERS, FLORIDA 33901

1/29/97
TB

FILED
97 JAN 23 AM 7:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIPES UPHOLSTERY
PAYROLL ACCOUNT
12538 PALM BEACH BOULEVARD S.E.
FORT MYERS, FL. 33905

3960

03-243/670
687

PAY
TO THE ORDER OF Florida SECRETARY of STATE

\$ 122.50

ONE HUNDRED TWENTY-TWO **PAYROLL** DOLLARS

NationsBank

NationsBank of Florida, N.A.
Ft. Myers, Florida 33902

FOR R. BRYAN SIPES, INC.

⑈003960⑈ ⑆067002436⑆ 0026004599⑈

ARTICLES OF INCORPORATION
OF
R.BRYAN SIPES, INC.
=====

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the provisions of the statutes of the state of FLORIDA, adopt the following Articles of Incorporation.

ARTICLE I--Name

The name of this corporation is:

R.BRYAN SIPES, INC.

ARTICLE II--Duration

The period of duration of the corporation is perpetual.

ARTICLE III--Purposes and Powers

Section 1. Purposes. The corporation is organized for the purpose of engaging in the business of RETAIL & WHOLESALSA SALES-DRY GOODS and for the purpose of transacting any and all lawful business permitted under the laws of FLORIDA.

Section 2. Powers. Subject to any specific limitations imposed by these Articles of Incorporation, the corporation shall have the following powers:

- (a) All those powers authorized by statute.
- (b) The power to carry out the purposes set forth above in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, or possession of the United States, or by such foreign country.
- (c) The power to indemnify any director, officer, or employee, or former director, officer or employee of the corporation against expenses actually and necessarily incurred by him or her in connection with the defense or settlement of any action, suit or proceeding in which he or she is made party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he or she shall be adjudged of misconduct in the performance of duty.

ARTICLE IV--Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is -FIVE THOUSAND-(5,000), shares all of which shall be with a par value of \$ 1.00.

- (a) The amount of Capital with which this corporation will commence business is \$ 100.00
- (b) That the names, places of residence of the initial shareholders, and the number of shares subscribed by each are:

ARTICLES OF INCORPORATION FOR:

R. BRYAN SIPES, INC.

TOTAL NUMBER OF SHARES ISSUED AND OUTSTANDING: 100 SHARES:
SHARES DISTRIBUTED TO:

ROBERT BRYAN SIPES SS# 265-97-9762 - 100 - SHARES

ARTICLE V--Classes of Shares and Shareholders' Rights

Section 1. Classes of Shares.

- (a) VOTING COMMON STOCK.
- (b) NO OTHER CLASS OF STOCK.

Section 2. Common Stock in the Event of the Liquidation or the Dissolution of the Corporation.

- (a) Shall be to the holders of common stock.
- (b) n/a.

Section 3. Voting Rights.

- (a) Common Stock. Every holder of common stock of the corporation shall be entitled to one vote for each share of stock standing in his or her name on the books of the corporation.
- (b) n/a.

- (c) Cumulative Voting. At each election of directors, cumulative voting shall be permitted.

Section 4. Pre-emptive Rights.

- (a) Common Stock. The holders of the common stock of the corporation shall have a preemptive right to purchase the shares of the common stock of the corporation that may be authorized by these Articles of Incorporation and unissued, and shall have the preemptive right to purchase at such price and upon such terms and conditions as the Board of Directors shall fix, such of the shares of the common stock of the corporation as may be authorized in excess of the shares of common stock authorized by these Articles of Incorporation, or as may be held in the treasury of the corporation. (Such preemptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.)

ARTICLE VI--Regulation of Internal Affairs

Section 1. The general management of the affairs of the corporation shall be exercised by a Board of Directors.

Section 2. The Board of Directors shall have the power to make, alter, amend or repeal the bylaws, but any bylaws so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights at any annual or special meeting.

ARTICLES OF INCORPORATION FOR:

R. BRYAN SIPES, INC.

Section 3. No contract or other transaction between (1) the corporation and one or more of its directors, or (2) between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or (3) between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, provided the facts of such interest shall be disclosed or known to the Board of Directors and the Board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present. Such interested director or directors shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority necessary to carry such vote and not to be permitted to vote upon such question. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VII--Initial Registered Office,
Initial Resident Agent
and Principal Office

The address of the initial registered office of the corporation is
12538 PALM BEACH BLVD., FORT MYERS, FLA. 33905
Tel. 941-694-3200

and the name of the initial registered agent is:

R. BRYAN SIPES

of the corporation at such Principal Office address is:
12538 PALM BEACH BLVD.
FORT MYERS, FLORIDA, 33905
Tel. # 941-278-8474

ARTICLE VIII--Board of Directors

The initial Board of Directors shall consist of TWO members, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

ROBERT BRYAN SIPES, P.O. BOX 634, LABELLE, FLORIDA 33935
SONYA DAY SIPES, P.O. BOX 634, LABELLE, FLORIDA 33935

ARTICLES OF INCORPORATION FOR:

R.BRYAN SIPES, INC.

ARTICLE IX--Incorporators

The names and addresses of the incorporators of the corporation are:

ROBERT BRYAN SIPES
12538 PALM BEACH BLVD.
FORT MYERS, FLORIDA 33905

ARTICLE X--Indemnification

Each person herein named or hereafter elected a Director or officer of this corporation shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, demand, action, suit or proceedings to which he or she is or may be made a party by reason of being or having been a director or officer of this corporation, except as to matters as to which he or she shall be finally adjudged in such action to have been derelict in the performance of his or her duties as such director or officer.

ARTICLE XI--Right to Amend

The right is expressly reserved to amend this Article of Incorporation or any article herein in any manner or respect now or hereafter permitted or provided by the corporation laws of the state of FLORIDA, and the rights of all shareholders are expressly made subject to such power of amendment.

IN WITNESS WHEREOF the undersigned subscribers executed these Articles of Incorporation on the 17th day of:

MONTH OF JANUARY,

YEAR 1997.

Robert Bryan Sipes
ROBERT BRYAN SIPES

Subscriber/Incorporator

STATE OF FLORIDA]

COUNTY OF LEE]

BEFORE ME, the undersigned authority, personally appeared, ROBERT BRYAN SIPES, to be known to be the person [s] who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th, day of JANUARY, 1997.

Leo M. Tuscan
Notary Public
Leo M. Tuscan



LEO M. TUSCAN
MY COMMISSION # CC479714 EXPIRES
July 11, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires:

stamp

Seal

~~~~~  
~~~~~  
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST: THAT R.BRYAN SIPES, INC.
[NAME OF CORPORATION]

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF :

FORT MYERS, FLORIDA.

STATE OF FLORIDA.

HAS NAMED: R.BRYAN SIPES
[Name of Register agent]

LOCATED AT 12538 PALM BEACH BLVD.,
[Street Address and Number of Building
Post Office Address is not acceptable.

CITY OF FORT MYERS, STATE OF FLORIDA, 33905
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: *R. Bryan Sipes*

TITLE: President

DATE:

JANUARY 17, 1997

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 I FURTHER AGREE TO COMPLY
WITH THE PROVISION OF ALL STATUES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCES OF ALL OF MY DUTIES.

SIGNATURE : *R. Bryan Sipes*
R.BRYAN SIPES [RESIDENT AGENT]

DATE:

1-17-97

FILED
97 JAN 23 AM 7:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA