

P97000013032

Chart Number Only

2-7-97.

Requestor's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

100002082221--8  
-02/10/97--01023--004  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

ChopperWare, Inc.



Empire Toll Free: 1-800-432-3028

FILED  
97 FEB 10 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 FEB 10 AM 10:28  
DIVISION OF CORPORATION

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|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input type="checkbox"/> Mail Out                   |

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CERTIFIED COPY

**ARTICLES OF INCORPORATION  
OF  
ChopperWare, Inc.**

\*\*\*\*\*

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97 FEB 10 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I  
NAME**

The name of this corporation shall be **ChopperWare, Inc.**

**ARTICLE II  
DURATION**

The corporation shall have perpetual existence beginning with the date of acceptance of the corporation by the Secretary of State of the State of Florida.

**ARTICLE III  
PURPOSE**

This corporation is organized for the purpose of providing artwork and designs for clothing and for the purpose of transacting any or all lawful business within or without the State of Florida, and to have all the powers conferred upon the corporation by the laws of the State of Florida.

## **ARTICLES OF INCORPORATION**

### **ARTICLE IV**

#### **CAPITAL STOCK**

The capital stock of this corporation shall consist of Five Hundred (500) shares of common stock of one dollar (\$1.00) par value, fully paid and non-assessable.

### **ARTICLE V**

#### **INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT**

The initial registered and principal office of this corporation shall be located at, 3855 NE 22nd Way, Lighthouse Point, FL 33064, and the name and address of the initial registered agent of this corporation shall be, Anthony C. Smith, 3855 NE 22nd Way, Lighthouse Point, Florida, 33064.

### **ARTICLE VI**

#### **INITIAL BOARD OF DIRECTORS**

This corporation shall initially have two (2) directors. The number of directors may be changed from time to time by the bylaws, but shall never be less than one (1). The name and address of the directors are:

Anthony C. Smith  
3855 NE 22nd Way  
Lighthouse Point, FL 33064

Athena Froyd  
3855 NE 22nd Way  
Lighthouse Point, FL 33064

## **ARTICLES OF INCORPORATION**

### **ARTICLE VII**

#### **SPECIAL PROVISIONS**

The following special provisions shall govern this corporation:

- A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at, or after such meeting.
- B. There shall be a President, a Vice-President, a Secretary, and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.
- C. The directors may describe a method of methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

## **ARTICLES OF INCORPORATION**

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contact or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation in which he may be in anywise interested.

## **ARTICLE VIII**

### **OFFICERS**

The officer(s) of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Anthony C. Smith, President/Secretary

Athena Froyd, Vice-President/Treasurer

## **ARTICLES OF INCORPORATION**

### **ARTICLE IX INCORPORATOR**

The name and address of the incorporator is:

Anthony C. Smith  
3855 NE 22nd Way  
Lighthouse Point, FL 33064

### **ARTICLE X AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

### **ARTICLE XI COMMENCEMENT**

This corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

**ARTICLES OF INCORPORATION**

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this 6 day of February, 1997.

Anthony C. Smith  
Anthony C. Smith

STATE OF FLORIDA )

COUNTY OF FLORIDA )

The foregoing instrument was acknowledged before me this 6 day of February, 1997.



Donna J. Petress  
Notary Public

My commission expires:

**ACCEPTANCE OF REGISTERED AGENT**

I HEREBY ACCEPT my appointment as Registered Agent of the Above corporation, this 6 day of February, 1997.

Anthony C. Smith  
Anthony C. Smith

**ARTICLES OF INCORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That **ChopperWare, Inc.**

(Name of Corporation)

desiring to organize under the laws of the state of FLORIDA

(State)

with its principal office, as indicated in the articles of incorporation at City of

Lighthouse Point, County of Broward,  
(City) (County)

State of Florida has named Anthony C. Smith  
(State) (Name of Resident Agent)

located at 3855 NE 22nd Way  
(Street address and number of building, P.O. Box not accepted)

City of Lighthouse Point, County of Broward,  
(City) (County)

State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

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

By: Anthony C. Smith

(Resident Agent, Signature)