

D97000015952

James Magill Jr
Requestor's Name

509 Terrace Street
Address

Tallahassee FL 32308 904-224-
City/State/Zip Phone # 5080

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 19 PM 3:35

600002092356--5
-02/19/97--01077--012
****122.50 ****122.50
Office Use Only

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

1. Party Pals Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ 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

97 FEB 19 PM 2:24
DIVISION OF CORPORATIONS

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
PARTY PALS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 19 PM 3:35

ARTICLE I

NAME

The name of the Corporation shall be:
PARTY PALS, INC.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The general purpose and nature of the business to be transacted by this Corporation is (i) to engage in service including, but not limited to, providing famous look alike children's characters for entertainment at, but not limited to, children's functions. (ii) to lease or purchase such real and personal property as is necessary for the rendering of such services; (iii) to engage in and transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act; and (iv) to do such other things as are incidental to the purpose of the Corporation or as necessary to accomplish them.

In addition, the Corporation may also do the following:

- Invest funds in real estate, mortgages, stocks, bonds or any other type of investments.
- Contract indebtedness and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and transfer corporate property and execute such mortgages or other instruments to secure the payment of corporate indebtedness as is from time to time required.
- Purchase the corporate assets of or merge or consolidate with any other domestic corporation engaged in the same character or business.
- Redeem, purchase, retain, sell and otherwise transfer its own capital stock.
- Create employee benefit plans and trusts incidental thereto.
- No purpose herein expressly stated shall limit the general purpose of the Corporation described in the first paragraph of this Article II in any way.

ARTICLE III

CAPITAL STOCK

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock having \$1.00 par value.
2. The capital stock may be paid for with property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purposes or at the organizational meeting.
3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company.

Stock in other Corporations or going businesses may be purchased by the Corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

ARTICLES IV TERMS OF EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 509 Terrace Street, Tallahassee, FL 32308.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of the Corporation shall be Joyce Hoffman Magill, 509 Terrace Street, Tallahassee, FL 32308

ARTICLE VII BOARD OF DIRECTORS

The corporation shall have two (2) directors. The number of directors may be increased or decreased from time to time by the By-Laws of the corporation.

ARTICLE VIII LIMITATIONS ON CORPORATE STOCK

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 IX INITIAL DIRECTORS

The names and street addresses of the members of the Board of Directors of the Corporation who, unless provided by the Articles of Incorporation or by the By-Laws, shall hold office for the first year of existence of the Corporation, or until their successors are elected or appointed and having qualified, are as follows:

Name: Joyce Hoffman Magill	Address:	509 Terrace Street Tallahassee, FL 32308
Name: James Michael Magill, Jr,	Address:	Same

ARTICLE X RIGHTS OF INITIAL DIRECTORS

The initial directors shall have the right to be a director of the Corporation as long as that representative director is a shareholder of the Corporation. By acquiring stock in this Corporation, said shareholder agrees to abide by this restriction. This article may not be amended

in any way without the written consent of the initial directors who is a shareholder of the Corporation at the time of the amendment.

ARTICLE XI

INITIAL OFFICERS

The names and street addresses of the initial officers of the Corporation, and their respective offices to be held, shall be the following:

Name: James Michael Magill, Jr., Vice President

Name: Joyce Hoffman Magill, President

ARTICLE XII

OFFICERS SIGNING ARTICLES

The name and street address of the parties signing the Articles of Incorporation are as follows:

Name: James Michael Magill, Jr. Address: 509 Terrace Street
Tallahassee, FL 32308

Name: Joyce Hoffman Magill Address: Same

ARTICLE XIII

BY-LAWS

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the By - Laws must be approved by a majority of shareholders.

ARTICLE XIV

SUBSCRIBERS

The names, street addresses and number of shares of stock subscribed to by the initial shareholders are as follows:

Name: James Michael Magill, Jr. Address: 509 Terrace Street 500 shares
Tallahassee, FL 32308

Name: Joyce Hoffman Magill Address: Same 500 shares

ARTICLE XV

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 shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XVI

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 at which such stock is offered to others).

**ARTICLE XVII
DISSOLUTION**


The Corporation may be dissolved at any time on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by them.

**ARTICLE XVIII
BEGINNING OF CORPORATE EXISTENCE**

The Corporate existence of this Corporation shall commence on March 1, 1997.

In witness whereof, the undersigned being the original subscribers 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 the State of Florida, does make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and does agree to take the number of shares herein above set forth and hereunto set my hand and seal this 19 day of February, 1997.

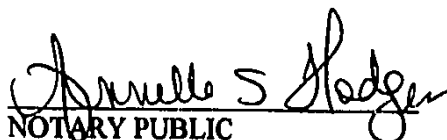

JAMES MICHAEL MAGILL, JR.
Vice President FLDC

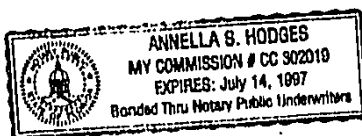

JOYCE HOFFMAN MAGILL
President FLDC

STATE OF FLORIDA)
) SS:
COUNTY OF LEON)

On this day, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared JAMES MICHAEL MAGILL, JR. to me well known to be an incorporator described in and who executed the foregoing Articles of Incorporation of PARTY PALS, INC., and who acknowledged the he executed the same as such incorporator for the purposes therein expressed.

Witness my hand and official seal at Leon County, Florida on the 19 day of February, 1997.


NOTARY PUBLIC



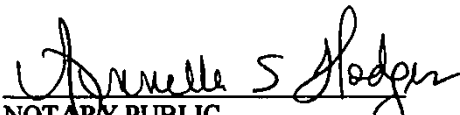
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 19 PM 3:35

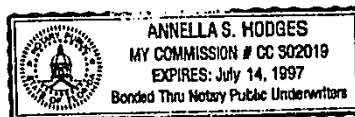
My commission expires:

STATE OF FLORIDA)
) SS:
COUNTY OF LEON)

On this day, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared JOYCE HOFFMAN MAGILL to me well known to be an incorporator described in and who executed the foregoing Articles of Incorporation of PARTY PALS, INC., and who acknowledged she executed the same as such incorporator for the purposes therein expressed.

Witness my hand and official seal at Leon County, Florida on the 19 day of February, 1997.


NOTARY PUBLIC



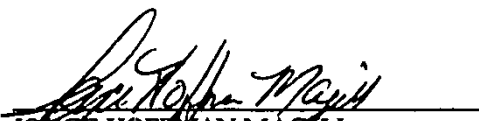
My commission expires: July 14, 1997

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - PARTY PALS, INC., desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation in the city of Tallahassee, State of Florida, has named Joyce Hoffman Magill at her home/ office address of 509 Terrace Street, Tallahassee, FL 32308, as its agent to accept service of process within this state.

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 provisions of said Act relative to keeping open said office.


JOYCE HOFFMAN MAGILL
Registered Agent 7L0L