

P97000028608

Requestor's Name
Address
City/State/Zip Phone #

Office Use Only

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

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

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-03/31/97--01147--001
****122.50 ****122.50

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

FILED
97 MAR 31 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

3/31/97
TD

ARTICLES OF INCORPORATION

OF

BABY'S BEAR NECESSITIES, INC.

The undersigned, a subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a body corporate under the Laws of the State of Florida, under and by virtue of the following:

ARTICLE I

The name of the corporation shall be:

BABY'S BEAR NECESSITIES, INC.

ARTICLE II

The general nature of the business and the objects proposed to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

To engage in the business of distributing baby products.

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 purposes enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the corporation and in general either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the furtherance of such purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly prohibited that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law, that is this corporation shall be able to exercise any power and authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes.

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TALLAHASSEE, FLORIDA

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share. Any and all such shares issued and for which the full consideration has been paid or delivered, shall not be liable for any further call or assessment or any other payment thereon.

ARTICLE IV

The amount of capital with which this corporation shall begin is not less than \$100.00

ARTICLE V

The existence of this corporation shall be perpetual. This corporation shall have the power to deny to the holders of the commons stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock. This corporation shall have the power, at its option to purchase and acquire any and all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, provided, however, the capital of this corporation is not impaired. The Board of Directors shall have the general management and control of this corporation's business and may exercise the powers of the corporation except such as may be by Statute or any Articles of Incorporation or Amendments thereto, or by the by-laws as executed from time to time, expressly conferred upon or reserved to the stockholders from time to time.

The Directors may prescribe a methods for replacement of lost certificates and may prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

The Directors may, without the assent or vote of the stockholders, authorize and issue obligations of this corporation, secured or unsecured, and include therein such provision as to redeem ability, convertibility or otherwise, as they in their sole discretion, may determine, and the Board of Directors may authorized the mortgaging or pledging as security therefor, of any property of the corporation, real or personal, including thereafter-acquired property.

The corporation shall have such officers as may from time to time be provide by the by-laws, and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed therein or as may be determined form time to time by the Board of Directors, subject to the by-laws.

ARTICLE VI

The initial office of this corporation shall be: 23286 Liberty Bell Terr, Boca Raton, FL 33433.

ARTICLE VII

This corporation shall have two (2) Directors initially. This may be increased from time to time, by by-laws adopted by the Stockholders, but shall never be less than two (2). The election of Directors need not be by ballot. Directors need not be stockholders.

ARTICLE VIII

The name and post office address of the members of the first Board of Directors is:

MARY E. BURGESS

23286 Liberty Bell Terrace
Boca Raton, FL 33433

TAMARA L. JONES

3132 SW 20 Terr #12A
Delray Beach, FL 33445

ARTICLE IX

The name and post office address of the subscriber of these Articles of Incorporation, the number of shares of stock she agrees to take and the value of the consideration therefore are:

MARY E. BURGESS

23286 Liberty Bell Terrace
Boca Raton, FL 33433

50 shares \$50.00

ARTICLE X

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transacting for this corporation or in which this corporation with any person, firm or corporation wherein a Director is in any way connected with such person, firm or corporation, shall be invalid and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be interested.

ARTICLE XI

Any Director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a Director.

ARTICLE XII

The Shareholders shall have the power to include in the by-laws, adopted by the shareholders of a two-thirds majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing ownership of such stock.

ARTICLE XIII

In furtherance and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of this corporation.

ARTICLE XIV

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 Stockholders' 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. All rights of Shareholders are subject to this reservation.

ARTICLE XV

The Registered Agent for this corporation shall be **MARY E. BURGESS**, 23286 Liberty Bell Terrace, Boca Raton, FL 33433.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 19th day of March, 1997.

Mary E. Burgess
Mary E. Burgess

FILED
97 MAR 31 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

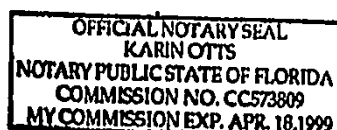
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, to me personally known to be the person described and who did take an oath and executed the foregoing **ARTICLES OF INCORPORATION** and acknowledge before me that **MARY E. BURGESS** executed the same freely and voluntarily for the purpose therein expressed.

WITNESS me hand and official seal at County of Broward and State of Florida, this 19 day of March, 1997.

Karin Otts

Notary Public,
State of Florida at Large



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

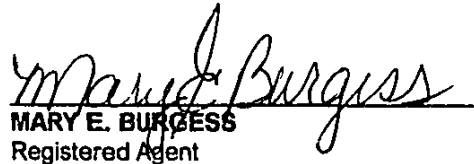
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that **BABY'S BEAR NECESSITIES, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Boca Raton, County of Palm Beach, State of Florida, has named **MARY E. BURGESS** at 23286 Liberty Bell Terrace, Boca Raton, FL 33433, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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.

By:


MARY E. BURGESS
Registered Agent

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97 MAR 31 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RICCA & WHITMIRE, P.A.
ATTORNEYS AT LAW

James W. Flanagan
Mariano Garcia
Peter J. Malecki
Timothy L. Newhall
C. Brooks Ricca, Jr.*
Drennen L. Whitmire, Jr.
*Board Certified Civil Trial Lawyer

Clearlake Plaza • Suite 800
500 South Australian Avenue
West Palm Beach, Florida 33401

Telephone (561) 833-4544
Facsimile (561) 833-4524

Please reply to:
P.O. Drawer 4888
West Palm Beach, FL 33402-4888

Certified Legal Assistants
Olivia M. Kendrick
Gina M. Moore

March 27, 1997

Via Federal Express
Attorney's Title Insurance Fund
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301
Attn: Barbara

Return to
712 9260902127582-9
US 28297-0102-015
*****70.00 *****70.00

Re: **Simply Armoires, Inc.**

Dear Barbara:

Enclosed please find an original and one copy of the Articles of Incorporation for Simply Armoires. Please file same with the Secretary of State on a RUSH basis. I have enclosed Mr. Garcia's checks in the amounts of \$70.00 representing fees payable to Department of State and \$10.00 for ATIF's rush fee.

Please provide notice of filing to undersigned as soon as possible. Should you have any questions, please do not hesitate to call me. Thank you for your assistance in this matter.

Sincerely,

Michele E. Mayo
Michele E. Mayo
Legal Secretary

/mem
Enclosures
cc: Mariano Garcia, Esquire

FILED
SECRETARY OF STATE
RECEIVED
97 MAR 28 PM 1:20
DIVISION OF CORPORATION

D. BROWN MAR 31 1997

ARTICLES OF INCORPORATION
OF
SIMPLY ARMOIRES, INC.
a Florida corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 22 PM 4:04

Article I

Name

The name of the corporation is SIMPLY ARMOIRES, INC.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address and the principal place of business of this corporation is 811 S.E. 13th Court, Pompano Beach, Florida 33060. The initial registered office of the corporation shall be 811 S.E. 13th Court, Pompano Beach, Florida 33060 and the name of the initial registered agent of this corporation at the address is Rodrigo Garcia.

Article VI

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Rodrigo Garcia	811 S.E. 13th Court, Pompano Beach, Florida 33060

Article VII

Officers

The following individuals be and are elected by the directors to the offices set forth opposite their names, to serve until their successors are duly elected, qualified and seated:

<u>Name</u>	<u>Office</u>
Rodrigo Garcia	President/Secretary/Treasurer

Article VIII

Incorporators

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Rodrigo Garcia	811 S.E. 13th Court Pompano Beach, FL 33060

Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XII

Bylaws

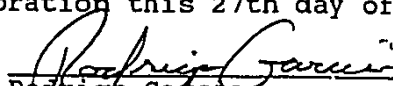
The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when the corporation shall commence shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of March, 1997.

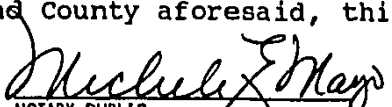

Rodrigo Garcia
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Rodrigo Garcia, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of March, 1997.




NOTARY PUBLIC
Printed Name of Notary: Michele E. Mayo
Commission No.: 543046
Commission Expiration: 3/28/2000

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

SIMPLY ARMOIRES, INC.

2. The name and address of the registered agent and office is:

Rodrigo Garcia

(NAME)

811 S.E. 13th Court

(STREET ADDRESS)

Pompano Beach, Florida 33060

(CITY/STATE/ZIP)

By: Rodrigo Garcia

Rodrigo Garcia

TITLE Incorporator

DATE March 27, 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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Rodrigo Garcia

DATE March 27, 1997