

P970000 29243

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: SHOPPES OF MISS MARY, INC.  
(proposed corporate name)

FILED  
91 MAR 31 PM 12:05  
TALLAHASSEE, FLORIDA

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

FROM: MARY COLONA JAMIESON  
415 E. 6TH AVENUE  
WINDERMERE, FL 34786

(407) 876-1872

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-03/31/97--01026--016  
\*\*\*\*122.50 \*\*\*\*122.50

P. CHANDLER APR 1 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**SHOPPES OF MISS MARY, INC.**

The undersigned incorporator(s), for the purposed of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE 1 NAME**

The name of the corporation shall be:

**SHOPPES OF MISS MARY, INC.**

**ARTICLE 2 PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

**415 E. 6th Avenue, Windermere, FL 34786**

**ARTICLE 3 NATURE OF BUSINESS**

The general nature of the business to be transacted is to do all things mentioned herein, to wit:

To acquire by purchase, subscription, or otherwise, and to hold either as an investment or otherwise any bonds or evidence of indebtedness or other securities, or shares of capital stock created or issued by any other corporation, associations or associations of the State of Florida, or any other State, Territory, or Country.

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To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and to deal in any bonds or evidence of indebtedness or other securities, created or issued by any other corporation or corporations, association or associations of the State of Florida, or of any other State, Territory, or Country, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

To aid in any manner, any corporation or corporations, association or associations, of which any bonds or evidence of indebtedness or other securities or shares of stock held by the Corporation, and to do any acts or things necessary, expedient or calculated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or other evidence of indebtedness or shares of stock.

To conduct and carry on the business of wholesale and retail sales of products and inventory for any type of wholesale or retail outlet, restaurant, cafe, grocery store or any like kind establishment. Including, but not limited to gift shops, dress shops, specialty shops, tea rooms, etc.

To take, acquire, purchase, own, hold, rent, lease, mortgage, sell, exchange, improve, cultivated, develop, and otherwise to deal in and dispose of all property, real or personal, of every description that may be necessary to the transaction of its business, or incident to, or capable of being used in connection with the aforesaid business or any of them.

To buy, sell, trade, exchange, or otherwise deal in any and all kinds of manufactured articles, new materials, and any other goods whatsoever, including trucking, warehousing, and storage, as well as engage in any products.

To buy, sell, and lease lands and interest in lands, including improvements and development of all types for the purpose and use of said business.

To borrow money and contract debts which may be necessary for the transaction of business and for the exercise of its corporate rights, privileges, or for any other lawful purpose of the Corporation. To issue: bonds, promissory notes, bills of exchange, debentures, or other obligations and evidence of indebtedness payable at a specific time or times or upon the happening of a specific event secured by mortgage, pledge, or otherwise.

To enter into, make, and perform contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, town, city, county, State, territory, or government, and to carry on its operations, within the State of Florida or elsewhere, without restrictions as to place and amount.

#### **ARTICLE 4 CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be One Hundred (100) shares without par value.

The amount of capital with which the Corporation shall begin business is Six Hundred Dollars (\$600).

#### **ARTICLE 5 CORPORATION EXISTENCE**

The Corporation shall have perpetual existence.

#### **ARTICLE 6 DIRECTORS**

The number of directors shall be a minimum of one and a maximum of twenty (20).

#### **ARTICLE 7 INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is: Mary Colona Jamieson, 415 E. 6th Avenue, Windermere, FL 34786.

#### **ARTICLE 8 DIRECTORS AND OFFICERS**

(A) The names and street addresses of the First Board of Directors and Officers are:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS:</u>
Mary Colona Jamieson	President Secretary/Treasurer	415 E. 6th Avenue Windermere, FL 34786
Mercedes (Missy) Colona	Vice President	1125 Hall Lane Orlando, FL 32839

(B) The Corporation shall hold the Officers and Board of Directors safe and harmless and indemnify them for any money that is paid or would have to be paid to settle any claim or lawsuit unless liability for said claim or lawsuit would be adjudged to be an independent act of said Officer or Board of Director and beyond the scope of their employment or agency as an officer or director of this Corporation.

#### **ARTICLE 9 INCORPORATORS**

The names and street addresses of the incorporators to these Articles of Incorporation and the names and addresses and number of shares of stock which shall be initially distributed are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u># OF</u> <u>SHARES:</u>	<u>VALUE:</u>
Mary Colona Jamieson	415 E. 6th Avenue Windermere, FL 34786	51	NO PAR
Mercedes (Missy) Colona	1125 Hall Lane Orlando, FL 32839	49	NO PAR

## **ARTICLE 10 OPTION OF THE CORPORATION TO PURCHASE**

(A) No shareholder shall encumber or dispose of any part of his stock in this Corporation, now owned or hereafter acquired by him without the written consent of all other Stockholders, in absence of the same, by written notice by certified mail of his intention to make such encumbrance or disposition. Within thirty (30) days after receipt of said notice a meeting shall be called by the Corporation at its principal place of business.

The notice of said meeting shall be given to each Stockholder not less than ten (10) days prior to the said meeting and specify the time and date. At the meeting, any stock that is desired to be encumbered or disposed of shall be offered for sale to current Stockholders and shall be subject to an option to purchase, which if exercised, will be exercised at that meeting. The price of the stock, if an option is exercised, shall be equal to the book value of such stock as the last day of the month preceding the date of said meeting. The price will be payable as follows: initial payment of twenty-five percent (25%) within in sixty (60) days after the option is exercised with the remaining balance payable monthly within three (3) years, amortized monthly over three (3) years with first monthly payment due sixty (60) days from the date of the initial payment and payments the following months in like manner.

Interest on the balance shall be assessed at two (2%) over the prime rate as determined and adjusted yearly on the anniversary date of the first monthly payment with no prepayment penalty. The definition of encumbrance shall include any Judgement rendered against a Shareholder individually.

(B) That upon death of any of the Parties to this Agreement, the Corporation shall have the right to purchase all rights and interest in the shares of stock of SHOPPES OF MISSY MARY, INC. that the deceased has. That right will be exercised by serving written notice of such exercised upon the personal representative of the estate of the deceased party within thirty (30) days of the order of Probate Court qualifying said party's personal representatives or upon the next survivor as defined by Florida Statute in the event that probate is not authorized or warranted.

That payment of said stock shall be based on book value as of the date of death, plus ten percent (10%) and shall be payable by tendering in cash an initial payment of twenty-five percent (25%) of sales price within sixty (60) days of the exercise of the right. The balance shall be payable monthly within three (3) years, amortized monthly over three (3) years with the first payment due sixty (60) days from the date of the initial payment and payments the following months in like manner. Interest on the balance shall accrue at two percent (2%) over prime as determined and adjusted yearly on the anniversary date of the first monthly payment with no prepayment penalty.

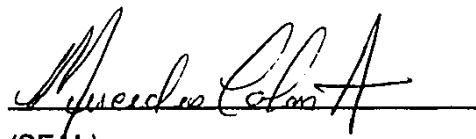
(C) That each share of stock will have conspicuous language evidencing the fact that these rights exist. Furthermore, in determining book value, any executory contract shall be included.

#### **ARTICLE 11 CORPORATE EXISTENCE**

The date of commencement of corporate existence is this, the 1st day of April, 1997. The date of subscription and acknowledgment as authorized by Florida Statue 607.167(1).

IN TESTIMONY WHEREOF, I or We, the undersigned, have set my (our) hand and affixed my (our) seal this 1st day of April, 1997.

  
(SEAL)

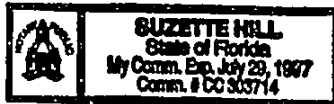
  
(SEAL)

STATE OF FLORIDA:  
COUNTY OF ORANGE:

I **HEREBY CERTIFY** that on this day, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, **Mary Colona Jamieson and Mercedes Colona**, they severally acknowledged before me that they subscribed to the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

**SWORN AND SUBSCRIBED BEFORE ME** this 1st day of April, 1997.

SEAL



*Suzette Hill*

NOTARY PUBLIC

MY COMMISSION EXPIRES: 7/29/97

The mailing address shall be: 415 E. 6th Avenue  
Windermere, FL 34786



**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 Shoppes of Miss Mary, Inc.

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

Mary Colona Jamieson  
(NAME)

415 E. 6th Avenue  
(P.O. BOX NOT ACCEPTABLE)

Windermere, FL 34786  
(CITY/STATE/ZIP)

SIGNATURE

  
(Corporate Officer)

TITLE PRESIDENT

DATE 4/01/97

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 607.325 FLORIDA STATUTES.

SIGNATURE

  
(Registered Agent)

DATE 4/1/97

REGISTERED AGENT FILING FEE: \$35.00

FILED  
97 MAR 31 PM 12:05  
TALLAHASSEE, FLORIDA