

PA7000044079

Requestor's Name Sign # 110  
2900 W SAMPLE RD  
Address  
ROMANO BERN, JR  
City/State/Zip Phone #  
33073

FILED

97 MAY 15 PM 1:34

TALLAHASSEE, FLORIDA

Office Use Only

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

1. B. Y. LUGGAGE AND HANDBAGS, 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

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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

Examiner's Initials

3/11/97

**ARTICLES OF INCORPORATION  
OF  
B.Y. LUGGAGE AND HANDBAGS, INC.**

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CLERK OF CIRCUIT COURT, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is B.Y. LUGGAGE AND HANDBAGS, INC.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting retailing of luggage, handbags and accessories and any and all lawful business permitted under the laws of Florida.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "common shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

**ARTICLE IV - VOTING RIGHTS**

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 V - TERM**

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **ARTICLE VI - 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 it is offered to others.

#### **ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 2900 West Sample Road, Pompano Beach, Fl 33067 and the name of the initial registered agent of this corporation is Byung H. Yun, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by majority vote determine that the corporation be managed by the shareholders.

The name and address of the initial directors of this corporation are:

Byung H. Yun	11420 Coral Bay Drive Boca Raton, Fl
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Song S. Yun	11420 Coral Bay Drive Boca Raton, Fl
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#### **ARTICLE IX - INCORPORATOR**

The name and address of the initial directors of this corporation are:

Byung H. Yun	11420 Coral Bay Drive Boca Raton, Fl
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Song S. Yun	11420 Coral Bay Drive Boca Raton, Fl
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#### **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

#### **ARTICLE XI**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniary or otherwise interested

in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or majority thereof and any director of this corporation who is also a director or and officer of such corporation, or who it is so interest may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director of officer of such other corporation, or not so interested.

## ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extend whatsoever. The corporation shall have a first lien on the share of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

**IN WITNESS WHEREOF** the undersigned subscriber has executed these Articles of Incorporation this 19 day of April, 1997.

X Bruce H. Egan  
SUBSCRIBE

X Chinaman  
SUBSCRIBE

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**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 B.Y. LUGGAGE AND HANDBAGS, INC. desiring to organize under the laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation, at 2900 West Sample Road, Pompano Beach, Fl 33067, has named Byung H. Yun as its agent to accept services of process with the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above corporation, at the 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: Byung H. Yun  
Registered Agent

Dated: 4-17-97