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**Transmittal Letter**

**To:** Amendment Section  
Division of Corporations

**Subject:** SUNNY DIPPUS INTERIORS, INC.  
**Document Number:** P97000049176

The enclosed *Articles of Amendment* and fee are submitted for filing.  
Please return all correspondence concerning this matter to the following:

**Larry D. Miles**  
**Bippus & Barrington Interiors, Inc.**  
**422 Seventh Street, Suite A-4**  
**West Palm Beach, FL 33401**

For further information concerning this matter, please call:

**Larry Miles at (561) 833-9823**

Enclosed is a check for the following amount:

- |  |   |  |   |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|--|---|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**ARTICLES OF AMENDMENT**  
*to*  
**ARTICLES OF INCORPORATION**  
*of*  
**SUNNY BIPPUS INTERIORS, INC.**

**Florida Document #: P97000049176**

FILED  
04 MAY -3 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, as incorporator, makes, subscribes, acknowledges and files these Articles of Amendment for the purpose of amending the Articles of Incorporation for a for profit corporation under the provisions of section 607.1006, of the Florida Statutes, and hereby adopts the following amendments to its Articles of Incorporation:

**ARTICLE I**

**NEW CORPORATE NAME**

The name of this corporation shall be:

**BIPPUS & BARRINGTON INTERIORS, INC.**

**ARTICLE II**

**ADOPTION OF AMENDMENTS and DURATION**

The date of each amendment was adopted on April 26, 2004, and was approved by the shareholders. The number of votes cast for the amendments by the shareholders was sufficient for approval. This corporation's duration shall be perpetual.

**ARTICLE III**

**PURPOSES, POWERS, and RIGHTS**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida. In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State of Florida. The general nature of the business to be transacted, conducted, and engaged in, shall be as follows:

- A. To furnish interior design services:
- B. To own, acquire, buy, sell, deal in and lease, hold or improve real estate and fixtures and personal property, and with that end in view to acquire by purchase, lease, hire or otherwise, land, tenements, hereditaments, or any interest therein;
- C. To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, mortgage, transfer, pledge or otherwise dispose of any share of the capital stock, of, or any bonds, mortgages, securities or evidences of indebtedness issued or created by any other corporation, joint stock company or association, public or private, or the government of the United States of America, or any foreign government, or of the state, territory, municipality, or other political subdivision or of any governmental agency; and to issue in exchange therefore in the manner permitted by law shares of the capital stock, bonds, or other obligations of the corporation; and while the owner, or holder, of such shares of stock, bonds, scripts, mortgages or other evidences of indebtedness, to use and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;
- D. To enter into and make and perform, and carry out contracts of any kind and description made for any lawful purpose, without limit as to amount, with any person, firm, corporation, partnership, limited liability company, association, or government or agency thereof;
- E. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage, and/or pledge all, or any part of the property or assets at any time owned or held by this corporation, upon such terms and conditions as the stockholders shall authorize, and as may be permitted by law;
- F. To acquire, hold, sell, reissue, or cancel any shares of its own capital stock provided, however, that this corporation may not use any of its funds or property for the purchase of its own capital stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock, belonging to this corporation, shall not be voted directly or indirectly;
- G. To purchase or otherwise acquire the whole, or any part of, the property, assets, business and good will of any other person, firm, corporation, partnership, and/or association, and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business;
- H. To manufacture, buy or otherwise acquire, own, mortgage, sell, assign, transfer, or otherwise dispose of, trade and deal in and with goods, wares and merchandise and articles of commerce;

- I. To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;
- J. To apply for, obtain, register, purchase, lease or otherwise acquire any concessions, rights, options, patents, privileges, patents rights and privileges, inventions, improvements land processes, copyrights, trademarks and trade names, or any right, option or contract in relation thereto; and to perform, carry out and fulfill the terms and conditions thereof, and to develop, maintain, lease, sell, transfer, dispose of, and otherwise deal with the same;
- K. To conduct all or any part of its operations and business without restriction or limit as to amount in the State of Florida, or in any or all other states, territories, districts, colonies, and dependencies of the United States of America and in any and all foreign countries, and to acquire (by purchase, exchange, lease, hire or otherwise), own, hold, develop, operate, lease, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of, to turn to account, and convey real and personal property of every kind and nature, and rights and privileges therein, in the State of Florida, and in any and all other states, territories, districts, colonies and dependencies of the United States of America and in any or all foreign countries;
- L. To carry out all, or any part of the foregoing objects as principal, agent, broker, contractor, or otherwise, either alone or in connection with any firm, association, corporation, or partnership, and generally to have all powers necessary, needful, or desirable, for the full and complete exercise and right to act as principal, agent, broker, purchaser, in any form in the acquisition, disposition, encumbrance, reorganization, or sale of property, real and personal;
- M. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, or any amendment thereof, or necessary or incidental to the provisions and benefits of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the purpose of the corporation whether such business is similar in nature to the objects set forth in the Articles of Incorporation of such corporation, or any amendment thereof;
- N. It is the intention that the purpose, objects and powers specified in each of the paragraphs of this ARTICLE III of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or reference from the terms of any other clause or paragraph of this Article, or any article of these Articles of Incorporation.

## ARTICLE IV

### SHARES

The total number of shares of common capital stock that this corporation is authorized to issue shall be:

**100,000 shares having a \$1.00 par value per share**

- A. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a just valuation to be fixed by the Directors of the Corporation. The corporation shall take whatever action as shall be necessary to cause the shares of stock of the corporation to qualify as "Section 1244 Stock" as such term is used and is defined in the Internal Revenue Code of 1954 as amended, and the regulations issued there under.
- B. The designations, voting powers, references and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:
  - 1. The holders of the common stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.
  - 2. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of common stock shall be entitled to receive all of the remaining assets of the corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of common stock held by them respectively. The Board of Directors may distribute in kind to the holders of common stock such remaining assets of the corporation, or may sell, transfer, or otherwise dispose of all or any part of such remaining assets to any other corporation, trust, or other entity, and receive payment therefore in cash, stock, or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received, and distribute any balance thereof in kind to holders of common stock. The merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the corporation of any class, shall not be deemed to be a dissolution, liquidation, nor winding up of the corporation for the purposes of this paragraph.

3. Any person, upon becoming the owner or holder of any shares of the common stock or other securities having voting rights issued by this corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such person or other securities in any way be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States of America herein adopted which have reference to or affect corporations, such securities, or such persons if any; and that corporation reserves the right to transfer any business of the corporation, to alter, amend, or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted, or allowed by such legislative enactments.

## ARTICLE V

### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive rights to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which shares are offered to others.

## ARTICLE VI

### TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of thirty (30) days from the date of mailing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option, without further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately following the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representatives of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

## ARTICLE VII

### BOARD OF DIRECTORS

The number of directors on this corporation's Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's Bylaws, but shall never be less than two (2).

- A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors, except as otherwise herein provided or reserved to the holders of common stock. In furtherance and not in limitation of the general and specific powers and rights granted and conferred by the applicable provisions of the laws of Florida, the Board of Directors is expressly authorized:
1. To make, alter or repeal the Bylaws of the corporation.
  2. To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any reserve in the manner in which it was created.
  3. By a majority of the whole board, to designate one or more committees, each committee is to consist of one or more directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The Bylaws may provide that in the absence or disqualification of a member of a meeting, and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, or in the Bylaws of the corporation, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation to the extent permitted by the applicable provisions of the laws of Florida, and may authorize the seal of the corporation, if one exists, to be affixed to all papers which may require it; but no such committee shall have the powers or authority in reference to amending the Articles of Incorporation, adopting an agreement of



merger or consolidation, recommending to the shareholders the sale, lease, or exchange of all or substantially all of the corporation's property and assets, recommending to the shareholders a dissolution of the corporation or a revocation of a dissolution, or amending the Bylaws of the corporation; and, unless the resolution of Bylaws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

4. When, and as authorized by the shareholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interests of the corporation.
- B.
1. As indicated above, the number of members of the Board of Directors may be increased from time to time, as provided in this corporation's Bylaws, but (subject to vacancies) in no event may there be less than two (2) directors. Each director shall serve until the next annual meeting of shareholders.
  2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
  3. The name and mailing address of the persons who shall serve as directors and officers of the corporation until the next annual meeting of the shareholders is as follows:

**DIRECTOR / PRESIDENT / TREASURER**

**Margaret C. Bippus  
284 Queens Court  
West Palm Beach, FL 33401**

**DIRECTOR / VICE PRESIDENT / SECRETARY**

**Linda R. Iken  
17414 Wildwood Road  
Jupiter, FL 33478**

## ARTICLE VIII

### DIRECTOR and SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

## ARTICLE IX

### LIABILITY OF DIRECTORS and INDEMNIFICATION

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## ARTICLE X

### OTHER PROVISIONS

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. The President or any Vice-President and the Secretary or Treasurer shall execute all instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

ARTICLE XI

PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

**422 Seventh Street  
Suite A-4  
West Palm Beach, FL 33401**

The mailing address of this corporation shall be:

**422 Seventh Street  
Suite A-4  
West Palm Beach, FL 33401**

ARTICLE XII

REGISTERED AGENT AND STREET ADDRESS

The name and street address of the corporation's registered agent are:

**Linda R. Iken  
422 Seventh Street  
Suite A-4  
West Palm Beach, FL 33401**

ARTICLE XIII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

**Margaret C. Bippus  
284 Queens Court  
West Palm Beach, FL 33401**

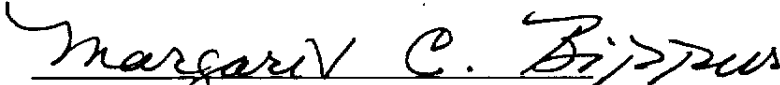
ARTICLE XIV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

CERTIFICATION

I certify that I have read the above Articles of Amendments to the Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
MARGARET C. BIPPUS, Incorporator

  
LINDA R. IKEN, Registered Agent

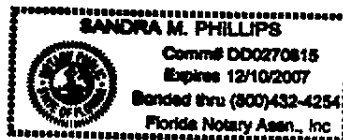
STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30th day of April, 2004, by MARGARET C. BIPPUS, designated as the Incorporator, and LINDA R. IKEN, as the Registered Agent, of BIPPUS & BARRINGTON INTERIORS, INC., and who are well known to me.

 4-30-04  
Notary Public, State of Florida at Large

Commission Expiration Date:

Commission Number:



**CERTIFICATE DESIGNATING AGENT  
AND PLACE FOR SERVICE OF PROCESS**

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

That **BIPPUS & BARRINGTON INTERIORS, INC.**, having a principal office at 422 Seventh Street, Suite A-4, West Palm Beach, FL 33401, desiring to operate under the laws of the State of Florida with its office for the service of process within this State located at 422 Seventh Street, Suite A-4, West Palm Beach, FL 33401, has named LINDA R. IKEN, as its Registered Agent to accept service of process for the above stated corporation, at the place designated in this Certificate. The undersigned is familiar with the duties and responsibilities as registered agent and hereby accepts to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.*

  
LINDA R. IKEN, Registered Agent

4/30/2004  
Date

Can be reached by telephone at (561) 833-9823

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of April, 2004, by LINDA R. IKEN, designated as the Registered Agent of BIPPUS & BARRINGTON INTERIORS, INC., and who is well known to me.

  
Notary Public, State of Florida at Large

Commission Expiration Date:  
Commission Number:

