

P97000057627
TRANSMITTAL LETTER

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

SUBJECT:

ADVERTISING INNOVATIONS, INC

(Proposed corporate name - must include suffix)

900002226869--3
-06/30/97--01146--008
****131.25 ****131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

JAMES ARTHURSON

Name (Printed or typed)

3311 PICWOOD RD

Address

TAMPA, FL 33618

City, State & Zip

(013) 932-5066

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 30 PM 12:57

FILED

NOTE: Please provide the original and one copy of the articles.

mc 7/1/97

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I Name

The name of the corporation shall be:
Advertising Innovations, Inc.

ARTICLE II Principal Office

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

3311 Picwood Road
Tampa, Florida 33618

ARTICLE III Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares

ARTICLE IV Initial Registered Agent And Street Address

The name and address of the initial registered agent is:

James Atchison
3311 Picwood Road
Tampa, FL 33618

ARTICLE V Incorporator

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

Elli R. Atchison
3311 Picwood Road
Tampa, Florida 33618

ARTICLE VI Liability Of Shareholders

No shareholder of the Corporation shall be personally liable for any debts, liabilities, or obligations of the Corporation, including under a judgment decree, or order of court.

ARTICLE VII Shareholders' Meetings

Section 7.1 Time and Place of Meeting.

All meetings of the Shareholders' shall be held at such time and such place within or without the State of Florida as shall be determined by the Shareholders.

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Section 7.2 Annual Meetings.

The absence of an earlier meeting at such time and place as the Shareholders shall specify, annual meetings of the Shareholders shall be held at the principal office of the Corporation on the date which is thirty (30) days after the end of the Corporation's fiscal year if not a legal holiday, and if a legal holiday, then on the next full business day following, at 10:00 a.m., at which the Shareholders may transact such business as may be properly brought before the meeting.

Section 7.3 Special Meetings.

Special meetings of the Shareholders may be called at any time by any Shareholder. Business transacted at special meetings shall be confined to the purposes stated in the notice of the meeting.

Section 7.4 Notice.

Written or printed notice stating the place, day and hour of any Shareholder's meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the person calling the meeting, to each Shareholder entitled to vote at such a meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, to the Shareholder at his/her address as it appears on the records of the Corporation at the time of mailing.

ARTICLE VIII Shareholder Capital Contributions

Section 8.1 Capital Contributions.

The initial capital contribution of each member shall be set forth on Exhibit A attached hereto.

Section 8.2 Loans from Shareholders.

Upon unanimous approval of all the Shareholders, any Shareholder may (but shall not be obligated to) advance funds in the form of a loan to the Company.

ARTICLE IX Distribution To Shareholders

The Shareholders shall determine, in their sole discretion, the amount and timing of all distributions from the Corporation. Distributions shall be divided among the shareholders in accordance with their Percentage Interests. Distributions in kind shall be made on the basis of agreed value as determined by the Shareholders.

ARTICLE X Dissolution and Winding Up

Section 10.1 Dissolution.

The Corporation shall be dissolved upon the first of the following to occur:

(a) Thirty (30) years from the date of filing the Articles of Organization of the Corporation;

(b) Written consent of all Shareholders to dissolution;

- (c) The bankruptcy, retirement, expulsion, or dissolution of a Shareholder, unless there is at least one remaining Shareholder and such Shareholder or Shareholders unanimously agree to continue the company and its business.

Section 10.2 Winding Up.

Unless the Corporation is continued pursuant to Section 1(c) of this Article X, in the event of dissolution of the Corporation, the Shareholders shall wind up the Corporation's affairs as soon as reasonably practicable. On the winding up of the Corporation, the Shareholders shall pay and /or transfer the assets of the Corporation in the following order:

- (a) *In discharging liabilities (including loans from Shareholders) and the expenses of concluding the Corporation's affairs;*
- (b) The balance, if any, shall be divided between the Shareholders in accordance with the Shareholders' Percentage Interests.

ARTICLE XI Officers

Section 11.1 In General.

The officers of the Corporation shall be elected by the Shareholders and shall be a Chairman, a President, a Secretary and a Treasurer. The Shareholders may also elect Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, all of whom shall also be officers. Two or more offices may be held by the same person. Shareholders may be officers.

Section 11.2 Election.

The Shareholders, at their first meeting after each annual meeting of the Shareholders shall elect a Chairman, a Secretary, and a Treasurer and may appoint such other officers and agents as it shall deem necessary, and may determine the salaries of all officers and agents from time to time. The officers shall hold office until their successors are duly elected and qualified. Any officer elected or appointed by the Shareholders may be removed, for or without cause, at any time by a majority vote of the Shareholders. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 11.3 Chairman.

The Chairman of the Shareholders, if there be a Chairman, shall preside at all meetings of the Shareholders and the Officers shall have such other powers as may from time to time be assigned by the Shareholders.

Section 11.4 President.

The President shall be the chief executive officer of the Corporation, shall have authority and responsibility for the general and active management of the business of the

Corporation and shall see that all orders and resolutions of the Shareholders are carried into effect. Subject to the prior approval of the Shareholders, the President shall execute all contracts, mortgages, conveyances or other legal instruments in the name of and on behalf of the Corporation, but this provision shall not prohibit the delegation of such powers by the Shareholders to some other officer, agent, or attorney-in fact of the Corporation.

Section 11.5 Vice Presidents.

The Vice President, or if there be more than one, the Vice Presidents in the order of their seniority or in any other order determined by the Shareholders, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall generally assist the President and perform such other duties as the Managers shall prescribe.

Section 11.6 Secretary.

The Secretary shall attend all sessions of the Shareholders and all meetings of the management and shall record all votes and the minutes of all such proceedings in a book to be kept for that purpose, and shall perform like duties for any other committees of the Shareholders when required. The Secretary shall give, or cause to be given, notice of all meetings of the Shareholders and shall perform such other duties as may be prescribed by the Shareholders or President, under whose supervision he/she shall be.

Section 11.7 Treasurer.

The Treasurer shall have the custody of all corporate funds and securities, shall keep full and accurate accounts of the receipts and disbursements of the Corporation, and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such depositories may be designated by the Shareholders. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Shareholders, taking proper vouchers for such disbursements, shall render to the President and Shareholders, at the regular meetings of the Shareholders or whenever they may otherwise require, an account of all his transactions as Treasurer and of the financial condition of the Corporation, and shall perform such other duties as may be prescribed by the Shareholders or the President.

ARTICLE XII Indemnity

Section 12.1 Indemnification.

The Corporation shall indemnify its officers, employees, agents, contractors, and others as fully as, and to the same extent a corporation may indemnify its directors, officers, employees and agents under any and all of the Florida business Corporation Acts, now in effect or hereafter amended. The Corporation shall have the power to purchase and maintain liability insurance coverage for those persons as, and to the fullest extent, permitted by the Act, as presently in effect and as may hereafter amended.

Section 12.2 Indemnification Not Exclusive.

The rights of indemnification and reimbursement provided for in Section 1 of this Article XIII shall not be deemed exclusive of any other rights to which any such officer, employee or agent may be entitled under the Articles or Organization, any Regulations, agreement or vote of Shareholders, or as a matter of law or otherwise.

Section 12.3 Liability of Employees and Contractors

No Employee or Contractor of the Corporation shall be personally liable for any debts, liabilities, or obligations of the Corporation, including under a judgment decree, or order of the court.

ARTICLE XIII Miscellaneous

Section 13.1 Fiscal Year.

The fiscal year of the Corporation shall end on December 31st.

Section 13.2 Seal.

The Corporation may by resolution of the Shareholders adopt and have a seal, and said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. Any officer of the Corporation shall have authority to affix the seal to any document requiring it.

Section 13.3 Checks.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Shareholders. In the absence of such determination by the Shareholders, such instruments shall be signed by the President or Treasurer/Secretary.

Section 13.4 Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Shareholders may select.

Section 13.5 Annual Statement.

The Officers shall present at each annual meeting, and, when called for by vote of the Shareholders, at any special meeting of the Shareholders, a full and clear statement of the business and condition of the Corporation.

Section 13.6 Financial Statements.

As soon as practicable after the end of each fiscal year of the Corporation, a balance sheet as at the end of such fiscal year, and a profit and loss statement for the period ended, shall be distributed to the Shareholders, along with such tax information (including all information returns) as may be necessary for the preparation of each Shareholder of its Federal, state and local income tax returns. The balance sheet and profit and loss

statement referred to in the previous sentence may be as shown on the Corporation's federal income tax return.

ARTICLE XIV Amendments

Section 14.1 Amendments.

These Regulations may be altered, amended or repealed and new Regulations may be adopted by the vote of a majority of the Percentage Interests of the Shareholders, at any regular meeting or at any special meeting called for that purpose.

Section 14.2 When Regulations Silent.

It is expressly recognized that when the Regulations are silent as to the manner of performing any Corporation function, the provisions of the Act shall control.

The undersigned incorporator has executed these Articles of Incorporation this 25th day of June, 1997.

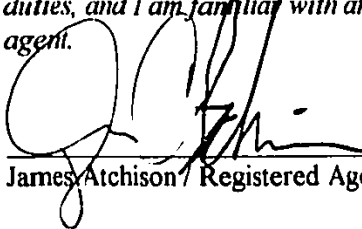


Elli R. Atchison / Incorporator

6/27/97

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



James Atchison / Registered Agent

6/27/97

Date

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STATE
TALLAHASSEE, FLORIDA

Exhibit A

Member	Initial Capital Contribution	Percentage Interest
Elli R. Atchison	\$500.00	100%