

P97000086762

FROM THE OFFICES OF

Franz & Associates, Inc.

A PROFESSIONAL LEGAL ASSISTANCE FIRM

P.O. BOX 771734

CORAL SPRINGS, FLORIDA 33077-1734

(800) 973-8927 (954) 724-8001 FAX (954) 722-8090

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

August 27th, 1997
Re: Add A Tan
Subj: New Filing

500002297265--2
-09/18/97--01087--008
*****70.00 *****70.00

To Whom it May Concern,

Please find the enclosed Articles of Incorporation for Add A Tan, Inc. as well as the appropriate filing fee of \$35.00 for the articles and an additional \$35.00 for the registered agent designation. The original documents are enclosed as well as two additional copies of such same articles, your attention to this matter is greatly appreciated, thank you.

Sincerely,


Todd R. Franz, P.A.

FILED
97 OCT -8 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: FDOS/doc
Add a Tan, Inc.
James F. Jordan, Registered Agent
File

me 10/8/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 19, 1997

FRANZ & ASSOCIATES, INC.
P.O. BOX 771734
CORAL SPRINGS, FL 33077-1734

SUBJECT: ADD A TAN, INC.
Ref. Number: W97000021555

We have received your document for ADD A TAN, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

✓ You must list the corporation's principal office and/or a mailing address in the document.

✓ The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 997A00046517

*# Check already put through by your office.
Paid in Full. Thank You.*



FROM THE OFFICES OF

Franz & Associates, Inc.

A PROFESSIONAL LEGAL ASSISTANCE FIRM

P.O. BOX 771734

CORAL SPRINGS, FLORIDA 33077-1734

(800) 873-8227 (954) 734-0001 FAX (954) 722-8090

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

September 23rd, 1997

Re: ADD A TAN, INC.
Letter Number: 997A00046517

Please be advised that our client has submitted funds to our office which were insufficient upon deposit.

Therefore, the filing of the documents shall be suspended until such financial obligations are met on behalf of our client.

Would you please be so kind to return the submitted check to our office located at P.O. Box 771734, Coral Springs, FL 33077-1734. This will avoid any accidental depositing of the funds and any future complications.

Your assistance in this matter is appreciated in advance, thank you.

Sincerely,



Todd R. Franz, P.A.

cc: FDOS/doc
client file

ARTICLES OF INCORPORATION

FOR

ADD A TAN, INC.

FILED

97 OCT -8 AM 9: 50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, having the age of 18 or more, as proper persons acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

ARTICLE I. NAME

The name of the corporation is ADD A TAN, INC.

ARTICLE II. DURATION

The period of it's duration is for inperpetuity.

ARTICLE III. PURPOSE

This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time, and specifically but not limited thereof, the purpose of this corporation is to provide personal maintenance service(s) for the general public.

ARTICLE IV. POWERS

This corporation shall have the broad general powers set forth by the regulations and statutes of the State of Florida.

ARTICLE V. STATUTORY AGENT

The corporation appoints JAMES F. JORDAN, who has been a bona fide resident of the State of Florida for at least 5 years, to serve as the corporations registered agent.

ARTICLE VI. REGISTERED PLACE OF BUSINESS

The initial registered place of business shall be:

Street Address: 3364 N.E. 43 Street
Fort Lauderdale, Florida 33306

Mailing Address: 3364 N.E. 43 Street
Fort Lauderdale, Florida 33306

Copies of all corporate records shall be kept at the registered place of business.

ARTICLE VII. BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be fixed and may be altered from time to time as may be provided in the bylaws. In case of any increase in the number of directors, the additional directors shall be elected by the shareholders of the corporation at an annual or special meeting, as shall be provided for in the bylaws.

The initial board of directors shall consist of one person,, and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
James F. Jordan	1608 S.E. 2nd Court Ft.Lauderdale, FL 33301

ARTICLE VIII. AMENDMENT OF BYLAWS

Both the shareholders and the board of directors shall have the power to amend the bylaws as provided in the bylaws.

ARTICLE IX. INCORPORATORS

The name and address of each incorporator is:

Name	Address
James F. Jordan	1608 S.E. 2 Court Fort Lauderdale, FL 33301

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of this Certificate and Articles of Incorporation to the person or department with whom the Articles are filed.

ARTICLE X. COMMENCING BUSINESS

The minimum amount of capital with which the corporation shall commence business is Five Hundred dollars.

ARTICLE XI. CAPITAL STOCK

The authorized capital stock of the corporation shall be as follows:

The number of Class "A" shares of common voting stock shall be Five Hundred (500) shares with a par value of \$ 1.00 per share;

The number of Class "B" shares of common voting stock shall be N/A shares with a par value of \$ N/A per share.

a.) All or any portion of the capital stock may be issued

in consideration for cash, real or personal, services rendered, or any other thing of value for the uses and purposes of the corporation and, when so issued, will become and be fully paid, the same as though paid for in cash at par. The Board of Directors will be the sole judge of the value of any property, services, right or thing acquired in exchange for capital stock. Payment for the capital stock will be made at such time or times and upon such conditions as the board of Directors may from time to time designate.

b.) The shares of capital stock of the corporation are to be non-assessable. The right to notice of and to vote at any meeting of the shareholders of the corporation shall be vested in the holders of the Class "A" voting stock, and every share of Class "A" stock shall have equal voting rights, i.e., one vote per share. The Board of Directors shall have the sole authority to determine the manner and method of declaring dividends on the issued stock, but must declare dividends equally on the Class "A" and Class "B" and common stock.

c.) In the event of any dissolution or liquidation of the corporation, the assets and funds of the corporation shall be divided among and paid equally to the holders of the Class "A" and Class "B" common stock, voting and non-voting, according to the number of shares of common stock held by them respectively.

d.) The Class "B" non-voting shareholders shall be entitled to receive notice of and to attend and participate in the discussions at all shareholders meetings.

e.) The shareholders of the corporation are to be entitled to preemptive rights in the event of the issuance and sale of stock of the corporation or securities convertible into stock of the corporation, and each shareholder of the corporation will be entitled to purchase the same portion of stock or securities to be sold by the corporation as the proportion of the stock owned by such shareholder bears to the total outstanding stock of the corporation at that time.

f.) The shareholders of the corporation at any duly constituted meeting may, by resolution having unanimous approval of all holders of stock outstanding and issued and recorded in writing in the minutes of a meeting, place such restrictions upon the transfer or encumbrance of the capital stock of the corporation as they deem advisable, so long as such restriction is reasonable and not an undue restraint or alienation of stock. At such meeting the shareholders may determine the method by which the restrictions upon transfer or encumbrance of the capital stock of the corporation may thereafter be rescinded or modified, and in absence of such a determination, such

restrictions shall be rescinded or modified only by unanimous approval of all the shareholders at a meeting called for such purpose. All such restrictions on the transfer or encumbrance of a stock of this corporation shall be recorded on all certificates of stock in compliance with the laws of the State of Florida and shall be binding upon every shareholder, his heirs, assigns and personal representatives.

g.) The corporation may issue rights and options to purchase shares of common stock of the corporation to directors, officers or employees of the corporation or of any affiliate thereof, and no shareholder approval or ratification of any such issuance of rights and options shall be required.

h.) In addition to common stock, the corporation may, for the purposes of financing, from time to time issue bonds with such rights, interest rates, payment schedules, face amounts and maturity dates as the Board of Directors may determine.

XII. Preemptive Rights

Any preemptive rights that are to be granted to the stockholders are as follows:

a.) **Preemptive and Preferential Rights.** Each shareholder or subscriber shall be entitled to full preemptive or preferential rights, as such right have heretofore been defined at common law, to purchase and/or subscribe for his or her proportionate part of any shares which may be issued at any time by this corporation.

b.) **Sale or Transfer.** Before there can be a valid sale or transfer of any of the shares of this corporation by the holders thereof, the holder of the shares to be sold or transferred shall first give notice in writing to the secretary of this corporation of his intention to sell or transfer such shares. Such notice shall specify the number of shares to be sold or transferred, the price per share and terms upon which such holder intends to make such sale or transfer. The secretary shall, within five days thereafter, mail or deliver a copy of such notice to each of the other shareholders of record of this corporation. Such notice may be delivered to such shareholder personally or may be mailed to the last known address of such shareholder or shareholders as they may appear on the books of the corporation. Within forty days after mailing or delivering these notices to such shareholders, any such shareholder or shareholder desiring to acquire any part or all of the shares referred to in that notice shall deliver by mail or otherwise to the secretary of this

corporation a written offer or offers to purchase a specified number or number of shares at the price and upon the terms stated in that notice.

b1.) If the total number of shares specified in such offers exceeds the number of shares referred to in the notice, each offering shareholder shall be entitled to purchase such proportion of the shares referred to in the notice as the number of shares of this corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares referred to in the notice to the secretary.

b2.) If all the shares referred to in the notice to the secretary are not disposed of under such appointment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

b3.) If none or only part of the shares referred to in the notice to the secretary are purchased, as aforesaid, in accordance with the offers made within the forty-day period, the shareholders desiring to sell or transfer may dispose of all shares of stock referred to in that notice not so purchased by the other shareholders to any person or persons he may so desire, provided, however that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in the notice to the secretary.

b4.) Any sale or transfer, or purported sale or transfer, of the shares of this corporation shall be null and void unless the terms, conditions prescribed by these bylaws or buy-and-sell agreements signed by the shareholders are strictly observed and followed.

c.) **Written Consent.** No sale, lease, conveyance, transfer, exchange or other disposition or all, or substantially all, of the property and assets of this corporation, and no mortgage, deed of trust, pledge or hypothecation of all or substantially all of the property, real or personal, of this corporation shall be made unless approved by the vote or written consent of the shareholders entitled to exercise a majority of the voting power of this corporation.

d.) **New Issues of Stock.** As long as the original incorporators own stock in the corporation, it shall not issue new stock unless all incorporators approve that issue.

e.) **Endorsement of Stock Certificates.** Upon the issuance of shares, each certificate of capital stock in the corporation shall be endorsed as follows:

NOTICE IS HEREBY GIVEN that the redemption, sale, assignment, transfer, pledge or other disposition of the shares of capital stock represented by this certificate are subject to certain restrictions which are set forth in the Articles of Incorporation and the Bylaws of this corporation, copies of which are on file in the office of the secretary of the corporation, and the corporation will furnish upon request and without charge a list of designations, preferences, limitations and relative rights.

f.) All stock of the corporation shall be subject to these restrictions and have endorsed thereon the appropriate notice contained in this paragraph.

g.) Other preemptive rights adopted by this corporation are as follows:

There are no other preemptive rights are applicable to this corporation at this time unless such amendment is deemed necessary by this corporation and is "approved" by a "majority" vote of the Board of Directors of this corporation.

ARTICLE XIII. MISCELLANEOUS PROVISIONS

a.) **Dealings by Directors.** No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniarily or otherwise 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 a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

b.) **Indemnification of Directors; Limitation.** No director

of the corporation shall be personally made liable to the corporation or it's shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or it's shareholders (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of its capital stock; (d) a violation of Conflict of Interest Laws; or (e) for any transaction from which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this Article became effective.

c.) **Indemnification of Officers, Employees, Agents.** Subject to the provisions of this Article, the corporation shall indemnify any and all of its existing and former officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as officer, employee or agent of the corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former officer, employee or agent shall report to the president of the corporation or the Chairman of the Board of Directors that he or she has incurred or may incur expenses, including, but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as an officer, employee or agent of the corporation, the Board of Directors shall, at its next regular meeting or at a special meeting held within a reasonable time thereafter, determine in good faith whether or not, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be available with respect to

liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse to refuse indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

d.) **Miscellaneous Provisions.** There are no other miscellaneous provisions at this time. This section may be amended from time to time as may be deemed necessary by the corporation and having been done in accordance with the provisions of these Articles.

ARTICLE XIV. ADDITIONAL ARTICLES

The corporation has no other additional articles to be filed cumulatively with these articles. This section may be amended from time to time as may be deemed necessary by the corporation and having been done in accordance with the provisions of these Articles.

ARTICLE XV. STATUTORY AGENT VERIFICATION

Having been designated to act as Statutory Agent, I hereby consent to act in that capacity until removed or until my resignation is submitted in accordance with the laws of the State of Florida.

The Statutory Agent is James F. Jordan
The Statutory Agent can be reached at the following address:

3364 N.E. 43 Street
Fort Lauderdale, Florida 33306

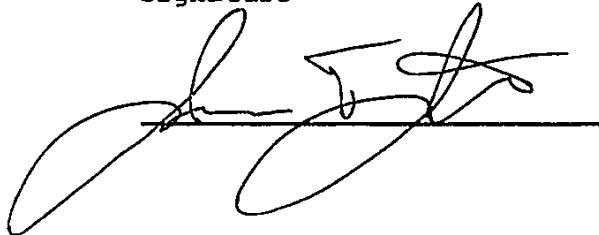
My official acceptance and signature has been placed upon a Certificate of Designation of Registered Agent and Registered Office which shall be incorporated by reference with these Articles.

IN WITNESS WHEREOF, the following incorporator(s) have signed these Articles of Incorporation, intending that they become effective as of this date:

Printed Name

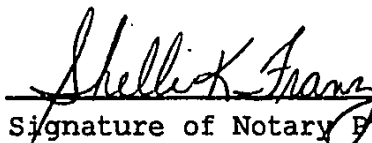
Signature

James F. Jordan



STATE OF FLORIDA
COUNTY OF BROWARD

On this date of August 26, 1997, before me, a Notary Public, personally appeared: James F. Jordan known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he/she executed same. If this person's name is subscribed in a representative capacity, it is for the principal named and in the capacity indicated.


Signature of Notary Public

Affix Seal:

Shelli K. Franz
Notary Public Name Printed



SHELLI KRISTINE FRANZ
My Comm Exp. 2/03/2001
Bonded By Service Ins
No. CC619186
☒ Personally Known ☐ Other I.D.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 ADD A TAN, INC.

3364 N.E. 43 St., Ft. Lauderdale; FL 33306

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

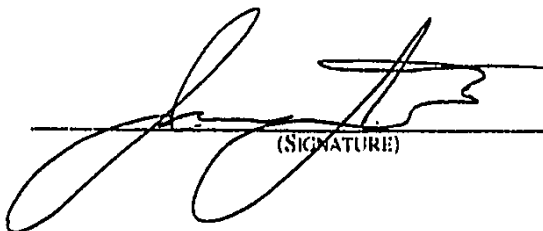
James F. Jordan
(NAME)

3364 N.E. 43 Street
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Fort Lauderdale, FL 33306
(CITY/STATE/ZIP)

FILED
97 OCT -8 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

08/26/97
(DATE)