

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 23 AM 9:19

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Bank Furniture Shop

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DIVISION OF CORPORATION

Signature _____

Requested by: Cher

Name

Date

Time

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Name Reservation _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
☒ Cert. Copy _____
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____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
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____ Driving Record _____
____ UCC 1 or 3 File _____
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____ UCC 11 Retrieval _____
____ Courier _____

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name:** The name of this corporation is R&R FURNITURE SHOP, INC.
2. **Duration:** The period of its duration is perpetual.
3. **Purpose:** The purpose is to engage in any activities or business permitted under the laws of the United States of America and Florida.
4. **Capital Stock:** The corporation is authorized to issue 100 shares, all of one class, with \$1.00 par value.
5. **Initial Registered Office and Agent:** The name and address of the initial registered agent and office of this corporation is as follows:

Registered Office

Richard A. Friend, Esq.
5975 Sunset Drive
Penthouse 802
South Miami, Florida 33143

Principal Office and Mailing Address

7883 N.W. 55 Street
Miami, FL 33166

6. **Initial Board of Directors:** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By Laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

Name

Address

Richard McCall

9815 SW 74 Street
Miami, FL 33173

7. **Incorporator:** The name and address of the Incorporator signing these Articles of Incorporation is:

Name

Address

Richard McCall

9815 SW 74 Street
Miami, FL 33173

8. Amendment of Articles: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

9. Non-Resident Directors: Directors need not be residents of this state or shareholders unless otherwise directed by the By Laws.

10. Directors Authority to Fix Compensation: Directors shall have authority to fix compensation unless otherwise provided in the By Laws.

11. Director Conflict of Interest:

A. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose provided that:

1. The fact of such common directorship, officership or financial interest is disclosed or known to the board of committee, and the board or committee approves such contracts or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. Such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. The contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholder.

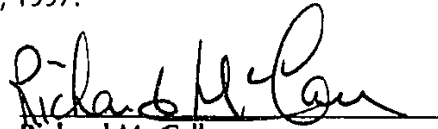
B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

12. Indemnification: The corporation may be empowered to indemnify any officer of directors, or any former officer of directors in the manner set out and provided for in the By Laws of this corporation and/or the Florida Statutes, as amended.

13. Removal of Directors: At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of 51 percent of the shares then entitled to vote at an election of directors.

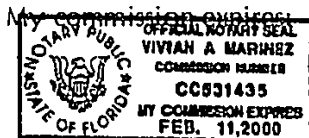
14. Informal Action of Directors: If all directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of October, 1997.


Richard McCall

On this the 20th day of October, 1997, before me, the undersigned Notary Public of the State of Florida, personally appeared and whose name(s) is/are subscribed to the within instrument, and he/she/they acknowledge that he/she/they executed it.

WITNESS my hand and official seal.




NOTARY PUBLIC, STATE OF FLORIDA
Vivian A. MARTINEZ
(Name of Notary Public)

DID take an oath, or ☒ Personally known to me, or
☒ DID NOT take an oath ☐ Produced identification:

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Registered Agent

97 OCT 23 AM 9:19

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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TRANSMITTAL LETTER

October 10, 1997

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

EFFECTIVE DATE

10-13-97

800002324308--4
-10/20/97--01102--013
*****70.00 *****70.00

(5)

SUBJECT: Darren R. Blom, O. D., P. A.

I enclose the original of the Articles of Incorporation for the above corporation, a check in the amount of \$ 70.00 and the original Certificate of Designation of the Registered Agent of the corporation.

SIGNED:  O.D.

From:

Darren R. Blom, O. D.
Name

129 9th Avenue South
Address

Jacksonville Beach, Fl. 32250
City State Zip

904-246-7354
Telephone Number

Darren R. Blom ~~Owner~~
AUTHORIZATION BY PHONE TO
DOUGLAS effective date +
DATE 10/23/97 Print address
ADD. EXPIR. MS

nc 10/23/97

EFFECTIVE DATE
10-13-17

ARTICLES OF INCORPORATION
PROFESSIONAL SERVICE CORPORATION
OF
Darren R. Blom, O. D., P. A.

ARTICLE I NAME

The name of the corporation shall be:

Darren R. Blom, O. D., P. A.

ARTICLE II DURATION

The corporation shall have perpetual existence.

ARTICLE III PURPOSE

The specific purpose of this corporation is to form an organization for the purpose of rendering the services associated with the practice of optometry and to make available to the public and private sectors optometric services.

ARTICLE IV PRINCIPAL OFFICE

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

129. 9th Avenue South
Jacksonville Beach, Florida 32250

ARTICLE V CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Darren R. Blom, O. D.
129 9th Avenue South
Jacksonville Beach, Florida 32250

ARTICLE VII DIRECTORS

The corporation shall have one director initially, whose name is Darren R. Blom, O. D.

ARTICLE VIII INCORPORATOR

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

Darren R. Blom, O. D.

129th Avenue South

Jacksonville Beach, Florida 32250

ARTICLE IX OFFICERS

The corporation shall have the following officers: a President, a Secretary and a Treasurer, and such other officers as may be appointed by the Board of Directors or established by the By-laws from time to time.

ARTICLE X MISCELLANEOUS

This corporation shall have the following powers:

A. All powers as are now and as are hereafter conferred upon it by law. This corporation shall continue to have all powers which the law now confers upon it, even though the law conferring such power or powers is later amended or repealed. This provision shall be construed to give this corporation the broadest and most comprehensive powers permitted by law.

B. This corporation shall establish plans such as, but not limited to, pension and/or profit sharing, wage continuation, group terms, medical care and accident and health.

C. Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director or officer of this corporation.

D. Any subscriber or shareholder present at any meeting either in person or by proxy, and any director present at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he or she shall make objection at such meeting of any defect or insufficiency of notice.

E. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and condition upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any capacity and receive compensation therefore, in any form.

F. Unless otherwise provided in the by-laws, shareholders shall have a preemptive right to purchase their pro rata share of new stock.

G. Unless otherwise provided in the by-laws, cumulative voting shall not be permitted.

H. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in or is a director or officer of such other corporation.

I. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.

ARTICLE XI AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the shareholders entitled to vote thereon, unless the directors and shareholders sign a written statement manifesting their intention that a certain amendment of these articles of Incorporation may be amended in any other manner permitted by law.

ARTICLE XII SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE XIII EFFECTIVE DATE

The effective date of this document shall be October 13 1997

The undersigned, being the incorporator of this corporation, has executed these Articles of Incorporation this 10th day of October, 1997



Darren R. Blom, O. D., Incorporator

CERTIFICATE OF DESIGNATION

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:

Darren R. Blom, O. D., P. A.

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

Darren R. Blom, O. D.

129 9th Avenue South

Jacksonville Beach, Florida 32250

Signature:  O.D.

Title: Incorporator

Date: October 10, 1997

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:  O.D.

Date: October 10, 1997