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Requestor's Name

Lisa B. Varn  
8635 Hampshire Glen Dr.  
Jacksonville, FL 32256

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

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<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

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

FILED  
97 DEC -5 PM 3:38  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

128-97

Examiner's Initials

nam

**ARTICLES OF INCORPORATION**      **FILED**  
*of*  
**ANJELICA'S BOUTIQUE, INC.** 97 DEC -5 PM 3: 38

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation shall be:  
**ANJELICA'S BOUTIQUE, INC.**

**ARTICLE II**

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

**ARTICLE III**

The street address of the corporation / initial registered office and the name of its initial registered agent at such address is:

Lisa B. Varn  
8635 Hampshire Glen Dr.  
Jacksonville, FL 32256

**ARTICLE IV**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of the State of Florida.

**ARTICLE V**

The names and residence addresses of the persons constituting the initial board of directors are:

Lisa B. Varn  
8635 Hampshire Glen Dr.  
Jacksonville, FL 32256

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VI**

Liability of Directors. 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 knowing violation of law, (iii) declaration 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 VII

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

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.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. 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.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. 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 VIII

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 IX

The business of the Corporation may be managed by the shareholder or shareholders of the Corporation rather than by a Board of Directors.

### Certification

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

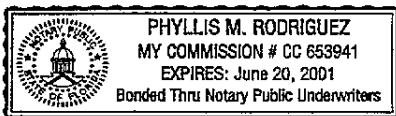
*Lisa B. Varn*

Lisa B. Varn, Incorporator  
8635 Hampshire Glen Dr.  
Jacksonville, FL 32256

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

State of Florida, County of Duval, ss:

Subscribed and sworn to (or affirmed) before me this 4<sup>th</sup> day of December 19 97.



*[Signature]*  
Notary Public

### ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Anjelica's Boutique, Inc., which is contained in the foregoing Articles of Incorporation.

Dated this 4<sup>th</sup> day of Dec. 1997  
~~January, 1998~~

*Lisa B. Varn*  
\_\_\_\_\_  
Lisa B. Varn