

P97000106691

TRANSMITTAL LETTER

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

FILED  
97 DEC 19 PM 12:39  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SUBJECT: Mid-Atlantic Upholstery and Reconditioning Center, Inc.

(Proposed corporate name - must include suffix)

400002378864--5

-12/22/97--01040--012

\*\*\*\*\*75.00 \*\*\*\*\*75.00

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:

Carole A. Lombard

Name (printed or typed)

5016 Dorsey Hall Dr., Suite 102

Address

Ellicott City, MD 21042

City, State & Zip

410-964-4300

Daytime Telephone number

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

MM  
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
MID-ATLANTIC UPHOLSTERY & RECONDITIONING CENTER, INC.

ARTICLE I

The name of this corporation is MID-ATLANTIC UPHOLSTERY & RECONDITIONING CENTER, INC. Its principal place of business is 705 Bougainvillea Lane, Vero Beach, FL 32963. Its mailing address is 7391 Washington Blvd., Suite 103, Elkridge, MD 21227.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

(a) This corporation is organized for the purpose of engaging in any activity permitted under the laws of the United States or of this State.

(b) To make any lawful contract, incur liabilities and borrow money for its corporate purposes, and to make or issue negotiable instruments, bonds, debentures, notes or other evidence of indebtedness either without security or secured by a mortgage or mortgages, or deed or deeds of trust, or pledges, or other lien or liens upon any or all of the property, rights, contracts, privileges, franchises, or other assets of the Corporation of whatsoever character and wheresoever situate, acquire or to be acquired.

(c) To purchase, lease or otherwise acquire, and to hold, own, manage, operate or develop, and to sell, lease, mortgage, pledge or otherwise dispose of any type of, or any interest in, property, whether real, personal or mixed, tangible or intangible, and wheresoever situate, including, but not limited to land, buildings, fixtures, chattels, stocks, bonds, or securities of other corporations, or of any Federal, State, Municipal Government or any Agency or instrumentality thereof, and patents, patent rights, franchises, licenses, trademarks, trade names, copyrights, or any permit or license from any governmental agency, whether foreign, Federal, State or Municipal, requisite to accomplish any of the purposes herein mentioned or incidental thereto.

(d) To conduct its business and any or all of its branches or agencies wither within or any where without the State of Florida, or within any other State, territory, or possession of the United States, to the extent permitted by law.

#### ARTICLE IV

This corporation is authorized to issue 7500 shares of common stock having a par value of \$1.00 per share and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issue and transferred only in accordance with such By-Laws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation, upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

#### ARTICLE V

The street address of the registered agent of this corporation is 705 Bougainvilla Lane, Vero Beach, FL 32963. The registered agent of this corporation is ROBERT J. AIELLO.

#### ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The Corporation names Carole A. Lombard to serve and act as a Director until the first organizational meeting of the Corporation.

#### ARTICLE VII

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE VIII

Special provisions for the regulation of this corporation are as follows:

1. Annual meeting of the stockholders and directors of this corporation shall be fixed by the By-Laws.

2. Any meeting of the stockholders and the Board of Directors may be held either within or without the State of Florida, without notice by written consent of all the stockholders or directors as the case may be.

3. The directors of the corporation are expressly authorized to accept in payment for the capital stock of the corporation real or personal property of any kind or nature, including accounts receivable, inventories of raw materials, or finished products, furniture, fixtures, automotive equipment, machinery, buildings, or any other items of real or personal property of value to the corporation. The value placed upon said property shall be deemed conclusive and shall be binding upon the directors, officers and upon the present future stockholders of the corporation.

#### ARTICLE IX

No contracts or other transaction between the corporation and any other corporation and no act of this corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors of or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the 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 such director of the corporation who is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any such director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall 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; and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise interested.

## ARTICLE X

1. The corporation shall indemnify any and all of its directors or officers or former directors or officers of any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been directors or officers, or a director or officer of the corporation, or of such other corporations, except in relation to matters as to which any such director or officer or former directors or officers or persons shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty.

2. In case of a criminal action, suit or proceedings, a conviction of judgment, (whether based on a pleas of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed as adjudication that such director or officer or person is liable for negligence or misconduct in the performance of his duties, of such director or officer or person was acting in good faith, in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

3. In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the questions may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

4. Such indemnification shall not be deemed exclusive of any rights to which these indemnified may be entitled under any By-Laws, agreements, vote of stockholders or otherwise.

## ARTICLE XI

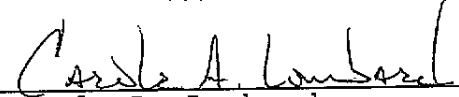
No stockholder of this corporation shall, because of his ownership of any of the capital stock of the corporation have preemptive or other right to purchase, subscribe for, or otherwise acquire any portion of any issue of capital stock of debt of the corporation, whether in the form of capital stock, promissory notes, debentures, bonds or other securities convertible into or carrying option or warrants for the purchase of capital stock of the corporation which may be issued, optioned or sold by the corporation subsequent to the filing of these Articles of Incorporation. All or any portion of the capital stock of this corporation and any promissory notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase any of the authorized stock of this corporation may, at any time, from time to time, be issued, optioned, sold, or disposed of to such person and upon such terms and conditions in any manner permitted by law without first offering any of such stock, promissory notes, debentures, bonds or other securities, or any part thereof, to existing stockholders of this corporation.

## ARTICLE XII

The name and address of the person signing these articles are:

Carole A. Lombard 7391 Washington Blvd., Suite 103,  
Elkridge, MD 21227.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 17 day of December, 1997.

  
Carole A. Lombard

**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: Mid-Atlantic Upholstery and Reconditioning Center, Inc.

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

Robert J. Aiello

(NAME)

705 Bougainvillea Lane

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Vero Beach, FL 32963

(CITY/STATE/ZIP)

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*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)

12/17/97

(DATE)

**DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314**