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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -1 AM 11:27

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

600002474486--8
-04/01/98-01018-013
*****78.75 *****78.75

SUBJECT:

Just Add, Inc.

(Proposed corporate name - must include suffix)

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:

Bruce C Nelson

Name (Printed or typed)

2125 NE OCOP CT

Address

Jensen Beach FL 34957

City, State & Zip

561-252-7566

Daytime Telephone number

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

D. BROWN APR - 3 1998

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ARTICLE I
NAME

The name of this corporation is Just Add, Inc.
2125 N. E. Ocapí Court - Jensen Beach, FL 34957

ARTICLE II
DURATION

The Corporation has perpetual existence.

ARTICLE III
PURPOSES

The Corporation is organized for the following purposes:

(a) To engage in the business of gift packaging for wholesale and retail throughout the world and any other business in connection therewith.

(b) To engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the Florida Business Corporation Act.

ARTICLE IV
SHARES

The Corporation is authorized to issue 120 shares of common stock.

ARTICLE V
PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights to acquire additional shares which may be issued by this Corporation, as follows:

A. Preempted Shares. Before any unissued shares (at any time authorized) of the Corporation are offered for sale or otherwise disposed of, the shareholders shall have the first right to purchase such shares ("preempted shares"). Each shareholder shall be entitled to purchase a percentage of such preempted shares equal to the percentage he or she owns of all shares then outstanding, or such lesser number of the preempted shares as the shareholder elects to purchase. Such allocation of shares shall be subject to adjustments as determined by the Board of Directors which are necessary to avoid the issue of fractional shares.

B. Terms and Conditions. The purchase of preempted shares by existing shareholders shall be on terms and conditions, including purchase price, not less favorable than those under which it is proposed they be offered for sale or otherwise disposed of to others.

C. Notice of Proposed Disposition; Waiver of Preemptive Rights. Written notice shall be given to each shareholder of preempted shares, which notice shall set forth the number of shares involved and the terms of such proposed sale or other disposition. The preemptive rights of any shareholders shall be deemed waived as follows:

1. If the shareholder at any time agrees in writing to waive his or her rights as to any specific preempted shares, the waiver shall be deemed effective as to those shares;

2. If, within fourteen days after the written notice is given to a shareholder as provided in this Article V, Section C, such shareholder does not agree in writing to purchase all the preempted shares he or she is entitled to purchase, the waiver shall be deemed effective as to those shares such shareholder has not agreed to purchase.

D. Sale Pursuant to Waiver. If there is a waiver of rights under Article V, Section C, the Corporation may sell the shares to which such waiver pertains to anyone during the six months after the date such shareholder is given the notice contemplated by Article V, Section C, at a price to the purchaser of not less than the price set forth in such notice, and otherwise on terms and conditions not less favorable to the Corporation than those set forth in such notice, but the Corporation may pay, or there may be deducted from such price, such reasonable compensation to underwriters or dealers as may be lawfully paid by the Corporation. If such shares are not sold during such six-month period, they shall again become subject to the preemptive rights of this Article V, Section C.

E. Purchase Price When Offer is for Property. If it is proposed to dispose of preempted shares for property other than cash, including without limitation dispositions in connection with mergers or consolidations, acquisitions of assets or outstanding securities of another corporation, or other reorganizations, the per share price to the shareholders hereunder shall be the pro rata portion of the fair market value of such property, as such value is set in good faith by the Board of Directors.

F. Notices. Notices shall be deemed given hereunder when mailed, postage prepaid, to either the last known address of a shareholder or the latest address shown on the Corporation's stock records for such shareholder.

G. Limitation on Preemptive Rights. There shall exist no preemptive rights with respect to shares of the Corporation except as provided in this Article V.

H. Written Demand to Exercise Preemptive Rights. Regardless of whether the notice provisions of this Article V have been observed, a shareholder who fails to make written demand upon the Corporation to exercise his or her preemptive rights within two years after the preempted shares have been issued and recorded in the Corporation's stock transfer books shall be deemed to have waived any preemptive rights to such shares.

ARTICLE VI CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to vote in person or by proxy, the number of shares owned by the shareholder for as many persons as there are directors to be elected, or to cumulate votes by giving one candidate as many votes as the number of such directors to be elected multiplied by the number of such shareholder's shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VII REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation and the address of his initial registered office is as follows:

Bruce Nelson
2125 N.E. Ocapa Court
Jensen Beach, FL 34957

ARTICLE VIII DIRECTOR

A. The number of directors of the Corporation shall be determined in the manner specified by the Bylaws and may be increased or decreased from time to time in the manner provided therein. The initial Officers shall consist of:

President: Donna F. Osborn
2376 S.W. Abalon Circle
Port S. Lucie, FL 34953

Secretary: Linda Nelson
2125 N.E. Ocapa Court
Jensen Beach, FL 34957

Treasurer: Nicole Chianese
413 S.W. Silver Palm Cove
Port St. Lucie, FL 34986

B. The term of the initial directors shall be until the first annual meeting of the shareholders or until their successors are elected and qualified, unless removed in accordance with the provisions of the Bylaws.

ARTICLE IX INCORPORATOR

The name and address of the incorporator is as follows:

Bruce Nelson
2125 N.E. Ocapa Court
Jensen Beach, FL 34957

ARTICLE X INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation may indemnify to the fullest permitted by law any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise and whether formal or informal including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the Corporation or a fiduciary with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. Director includes, unless the context requires otherwise, the estate or personal representative of a director. This Article shall not be deemed exclusive of any other provisions for indemnification of directors, officers and fiduciaries that may be included in any statute, bylaw, agreement, resolution of shareholders or directors or otherwise, both as to action in any official capacity and action in another capacity while holding office.

ARTICLE XI

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director; provided that this Article XI shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to the Florida Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

The undersigned person, of the age of eighteen years or more, as incorporator of this Corporation under the Florida Business Corporation Act, adopts these Articles of Incorporation.

DATED this 30 day of MARCH, 1998.

A handwritten signature in black ink, appearing to read "Bruce Nelson", written in a cursive style.

Bruce Nelson, Incorporator

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CONSENT TO SERVE AS REGISTERED AGENT

I, BRUCE NELSON, hereby consent to serve as Registered Agent, in the State of Florida, for the following corporation,

JUST ADD, INC.

I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

DATED this 30 day of MARCH, 1998.



Bruce Nelson
2125 N.E. Ocapa Court
Jensen Beach, FL 34957