

P98000035729

INGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

300002494139--6  
-04/20/98--01113--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

1. Heavenly ORCHIDS, inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

RECEIVED  
98 APR 20 PM 2:47  
DIVISION OF CORPORATION

FILED  
98 APR 20 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<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

4/20

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**HEAVENLY ORCHIDS, INC.**

**ARTICLE I. CORPORATE NAME**

The name of this corporation is, HEAVENLY ORCHIDS, INC.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is, 22818 El Dorado Drive, Boca Raton, Fl. 33433.

**ARTICLE III. CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 of common stock and of one series only. Additional stock may be authorized by the Board of Directors. Restrictions on the sale, use, transfer and encumbrance of the stock may be authorized by the corporation's by-laws.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent is, TROY HOUTMAN of 22818 EL DORADO DRIVE, BOCA RATON, FL. 33433.

**ARTICLE V. INCORPORATORS**

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is, TROY HOUTMAN of 22818 El Dorado Drive, Boca Raton, Fl 33433.

**ARTICLE VI. DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date this Article is filed with the Secretary of State.

**ARTICLE VII. PURPOSE**

The purpose of the corporation is to perform any and all activities, any ownership, or operations necessary to lawfully conduct the business of distributing and selling flowers and other botanical and horticultural products, within the State of Florida and to conduct any other lawful business in the State of Florida, the United States and other parts of the world.

This Instrument prepared by:

BARRY M. KAUFMAN, P.A.  
9900 W. Sample Road, Suite 300  
Coral Springs, Florida 33065  
(954) 255-8989  
Florida Bar No.: 0935816

**FILED**  
98 APR 20 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VIII. MERGER AND CONSOLIDATION

The approval of a majority of the shareholders of this corporation to any plan of merger or consolidations shall be required in every instance, whether or not such approval is required by law.

## ARTICLE IX. DIVIDENDS

The holder of the record of the common stock of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends. In the event of voluntary or involuntary liquidation, dissolution, marshalling of assets, and/or winding up the affairs of the corporation, the holders of record of the outstanding stock shall be paid from the remaining assets of this corporation ratably.

## ARTICLE X. VOTING

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

## ARTICLE XI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the first right to purchase his/her pro rata share (as nearly as may be done without issuing fractional shares) at the price at which it is offered to others.

## ARTICLE XII. BOARD OF DIRECTORS AND OFFICERS

This corporation shall initially have one (1) Director. The number of Directors may be increased from time to time by the By-Laws, but never be less than one (1). The name and address of the initial Directors of this corporation is: TROY HOUTMAN of 22818 EL DORADO DRIVE, BOCA RATON, FL 33433.  
The officers are: President - TROY HOUTMAN

## ARTICLE XIII. BY-LAWS

The initial By-Laws of this corporation shall be adopted by the Directors. By-Laws shall be adopted, altered, amended, or repealed from time to time by either Shareholders or the Board of Directors. However, the Board of Directors shall not alter, amend, or repeal any By-Law adopted by the Shareholders if the Shareholders specifically provide that such By-Law is not subject to amendment or repeal by the Directors.

#### ARTICLE XIV. COMPENSATION

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 conditions upon which such compensation shall be paid. Any Directors of the Corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

#### ARTICLE XV. INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

#### ARTICLE XVI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Article of Incorporation, or any amendment hereto, any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

15 day of April 1998.

INCORPORATOR(S):

[Signature] 04/15/98  
TROY HOUTMAN DATE

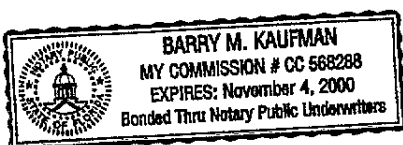
STATE OF FLORIDA )  
COUNTY OF BROWARD )

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, TROY HOUTMAN, known to me and by me to be the person(s) who executed the foregoing Articles of Incorporation, and/or has produced identification in the form of: FLA. Drivers License

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 15 day of

April 1998  
[Signature]  
Notary Public Barry M. Kaufman

My Commission expires:

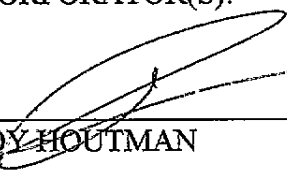


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

**HEAVENLY ORCHIDS, INC.**, desiring to organize and/or qualify under the laws of the State of Florida, with its principal place of business at 22818 EL DORADO DRIVE, BOCA RATON, FL 33433 has named TROY HOUTMAN, of 22818 EL DORADO DRIVE, BOCA RATON, FL 33433 as its agent to accept service of process within Florida.

INCORPORATOR(S):

  
TROY HOUTMAN

04/15/98  
DATE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
TROY HOUTMAN

04/15/98  
DATE

This instrument prepared by:

BARRY M. KAUFMAN, P.A.  
9900 W. Sample Road, Suite 300  
Coral Springs, Florida 33065  
(954) 255-8989  
Florida Bar No.: 0935816

ATTORNEY-CLIENT PRIVILEGED MATTER

FILED  
98 APR 20 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA