

P98000044932

May 7, 1998

Secretary of State  
Division of Corporations  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, Florida 32314

400002521634--8  
-05/13/98--01002--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation for California Paintbox of Delray, Inc.

Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation of subject proposed corporation. Please prepare a certified copy of said Articles, endorse your approval thereon, and return the copy to the undersigned. Our check made payable to you in the sum of \$22.50 is also enclosed.

This corporation will commence business upon the issuance of the Certificate of Incorporation. Therefore, we would appreciate that your office process this charter immediately. If, for any reason, a charter cannot be issued for the proposed corporation, please contact the undersigned immediately.

Sincerely,

  
Ronald Schain

FILED  
98 MAY 19 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~400002521634--8~~

9/15-19-98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 13, 1998

RONALD SCHAIN  
2699 STIRLING RD., STE. 206B  
FORT LAUDERDALE, FL 33312

SUBJECT: CALIFORNIA PAINTBOX OF DELRAY, INC.  
Ref. Number: W98000010854

We have received your document for CALIFORNIA PAINTBOX OF DELRAY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau  
Document Specialist

Letter Number: 798A00026498

**ARTICLES OF INCORPORATION**  
**OF**  
**CALIFORNIA PAINTBOX OF DELRAY, INC.**

The undersigned natural person, acting as Incorporator for the purpose of forming a Florida based for profit corporation under the provisions of Section 607, Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be California Paintbox of Delray, Inc.

**ARTICLE II - PURPOSE**

The general nature of the business to be transacted by this corporation shall be to engage in every aspect related to the selling of general merchandise in the State of Florida and wherever else lawful, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto.

**ARTICLE III - EXISTENCE**

The duration of existence of the corporation is perpetual, unless sooner dissolved according to Florida law.

**ARTICLE IV - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 2699 Stirling Rd., Suite 206B, Fort Lauderdale, Florida 33312.

**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares that the corporation shall have authority to issue is one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

**ARTICLE VI - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

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TALLAHASSEE, FLORIDA

**ARTICLE VII - INITIAL REGISTERED AGENT AND  
DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 2699 Stirling Rd., Suite 206B, Fort Lauderdale, Florida, 33181, and the name of the initial registered agent of this corporation at that address is Mr. Ronald Schain.

**ARTICLE VIII - INCORPORATORS**

The name and address of the incorporator of this corporation is as follows:

<b><u>NAME</u></b>	<b><u>STREET ADDRESS</u></b>
Ronald Schain	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312

**ARTICLE IX - BOARD OF DIRECTORS**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation, but shall never be less than one (1). The initial board of directors shall consist of four (4) directors whose name and addresses are as follows:

<b><u>NAME</u></b>	<b><u>STREET ADDRESS</u></b>
Mindy R. Schain	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312
Robyn McDonough	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312
Ronald Schain	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312
Susan Schain	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312

**ARTICLE X - INITIAL OFFICERS**

The name(s) and address(es) of the initial Officer(s) of this corporation are:

<b><u>NAME</u></b>	<b><u>STREET ADDRESS</u></b>	<b><u>OFFICE</u></b>
Mindy R. Schain	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312	President
Robyn McDonough	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312	Vice President

Ronald Schain

2699 Stirling Rd., Suite 206B  
Fort Lauderdale, Florida 33312

Treasurer

Susan Schain

2699 Stirling Rd., Suite 206B  
Fort Lauderdale, Florida 33312

Secretary

#### **ARTICLE XI - AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

#### **ARTICLE XII - BYLAWS**

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock. The bylaws of the corporation may be amended, altered or repealed by majority vote of either the directors or the shareholders of this corporation.

#### **ARTICLE XIII - CORPORATE POWERS**

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modifications.

#### **ARTICLE XIV - MEETINGS**

Any action required or permitted by law to be taken at a quarterly, annual, or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action.

Any action required or permitted by law to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the Board of Directors.

#### **ARTICLE XV - QUALIFICATIONS OF SHAREHOLDERS**

The shares of this corporation may be issued, owned and registered in the name of any individual who is duly authorized in the State of Florida. In the event that a shareholder:

- (a) sells, transfers, hypothecates, or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of this corporation to any person ineligible by law or by virtue of these Articles of Incorporation, the corporation's bylaws or shareholders agreements to be a

shareholder in this corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of these Articles of Incorporation, the bylaws of this corporation or shareholder agreements, or

- (b) suffers an execution to be levied upon his shares or such shares are subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such shares in some person other than the shareholder;

then the shares of such shareholder shall immediately stand forfeited and such shares shall be immediately canceled by this corporation and the shareholder or other person in possession of such shares shall be entitled only to receive payment for the value of such shares which, in the absence of bylaw provision or written agreement among its shareholders, shall be the book value thereof as of the last day preceding the month in which any of the events enumerated above occurs. The shareholder whose shares become so forfeited and are so canceled by the corporation shall forthwith cease to be a shareholder and, except to receive payment for his shares in accordance with the foregoing and payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

#### **ARTICLE XVI - INDEMNIFICATION**

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, or incorporator of this corporation against expenses (including attorney fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the Board of Directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled to as a matter of law.

#### **ARTICLE XVII - LIABILITY**

To the fullest extent permitted by law, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does 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 General Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Florida General Corporation Act is amended to further limit or eliminate liability of a director, then a director of the corporation shall not be liable for any such act or omission to the fullest extent permitted by the Florida General Corporation Act, as so amended.

#### **ARTICLE XVIII - COMMENCEMENT**

Corporate existence will commence upon issuance of the Certificate of Incorporation.

In Witness Whereof, the undersigned, as Incorporator, has executed these Articles of Incorporation this 2 day of May, 1998.


  
Ronald Schain, Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Ronald Schain, personally known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation.

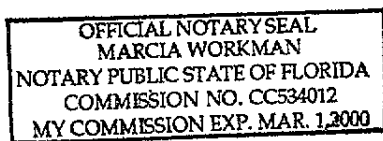
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 2 day of May, 1998.

  
Notary Public, State of Florida  
At Large

MARCIA WORKMAN  
Written Name of Notary

2699 Stirling rd A200  
Address of Notary Ft Lauderdale, Fl 33312

CC534012  
Commission Number/Notary



My Commission Expires: 3-1-2000

**ACCEPTANCE AS REGISTERED AGENT**

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

California Paintbox of Delray, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Delray, Count of Palm Beach, State of Florida, has named Ronald Schain, who is located at 2699 Stirling Rd., Suite 206B, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of proecess within this State.

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 STATUS 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.

  
Ronald Schain

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98 MAY 19 AM 9:52  
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TALLAHASSEE, FLORIDA