

P98000049618

Jennifer W. Ncaise  
736 London Road  
Winter Park, FL 32792

May 27, 1998

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

300002507563--8  
-05/01/98--01047--010  
\*\*\*\*131.25 \*\*\*\*131.25

Subject: Articles of Incorporation of Jennifer Ncaise Thank - You Inc.  
Letter Number: 398A0024632

Enclosed for filing are an amended original and 2 copies of the articles of incorporation of Jennifer Ncaise Thank - You Inc. Please send the Certified Copy and Certificate to the following address:

Jennifer W. Ncaise  
736 London Road  
Winter Park, FL 32792

If you have any questions please feel free to contact me at (407) 678-7564.

Sincerely,

*Jennifer W. Ncaise*  
Jennifer W. Ncaise

FILED  
98 JUN -3 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

019  
2-8

**ARTICLES OF INCORPORATION  
OF  
JENNIFER NECAISE THANK - YOU Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation is: Jennifer Necaise Thank - You Inc.

**ARTICLE II: DURATION**

The duration of the corporation is perpetual.

**ARTICLE III: PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is: 736 London Road, Winter Park, Orange County, Florida, 32792.

**ARTICLE IV: SHARES**

The aggregate number, class, and par value of shares that the corporation will have authority to issue at any one time will be 100,000 shares of common stock, each without par value.

**ARTICLE V: INCORPORATOR**

The name and place of residence of the incorporator is as follows: Jennifer W. Necaise, 736 London Road, Winter Park, Orange County, Florida 32792.

**ARTICLE VI: BOARD OF DIRECTORS**

The number of directors to constitute the Board of Directors is one. Subsequently, the number of directors will be fixed by, or in the manner provided in, the bylaws. The name and address of the person who will serve as initial director is: Jennifer W. Necaise, 736 London Road, Winter Park, Orange County, Florida 32792.

**ARTICLE VII: INITIAL REGISTERED AGENT AND OFFICE ADDRESS**

The corporations initial registered office in this state is: 736 London Road, Winter Park, Orange County, Florida, 32792. The name of its initial agent at that address is: Jennifer W. Necaise.

**FILED**  
98 JUN -3 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VIII: CORPORATE PURPOSE AND POWERS**

The corporation is formed for the following purposes:

- A. To engage in the personal cosmetic and skin care business.
- B. To engage in any act or activity in which a corporation may lawfully engage under Florida Statute sections 607.0302 and 607.0303. It is expressly provided that these powers, objects, and purposes will not be held to limit or restrict in any manner the powers of this corporation.

## **ARTICLE IX: POWERS OF THE BOARD OF DIRECTOR**

The Board of Directors has the power to make, repeal, amend, and alter the bylaws of the corporation, to the extent provided in the bylaws. However, the paramount power to repeal, amend, and alter the bylaws, or to adopt new bylaws, is vested in the shareholders. This power may be exercised by a vote of a majority of shareholders present at any annual or special meeting of the shareholders. Moreover, the directors have no power to suspend, repeal, amend or otherwise alter any bylaw or portion of any bylaw so enacted by the shareholders, unless the shareholders, in enacting any bylaw or portion of any bylaw, otherwise provide.

## **ARTICLE X: SHAREHOLDER LIABILITY**

The private property of the shareholders of this corporation is not subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

## **ARTICLE XI: SHAREHOLDER VOTING RIGHTS**

In all elections of directors of this corporation, each shareholder has the right to cast as many votes as equal to the number of shares held by the shareholder multiplied by the number of directors to be elected, and the shareholder may cast all such votes for a single director or may distribute them among the directors to be elected, or any two or more of them, as such shareholder may see fit. This Article Eleven may be amended only by a vote of two-thirds of the outstanding shares of stock of the corporation.

## **ARTICLE XII: SHAREHOLDER PREEMPTIVE RIGHTS**

Each share of the corporation entitles the holder to a preemptive right, for a period of thirty days, to subscribe for, purchase or otherwise acquire securities of the corporation to maintain a proportionate share of ownership in the corporation through the purchase of a proportionate share of any new stock issues of the corporation. This right applies to any and all shares of the corporation. After the expiration of thirty days the any and all shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred or granted by the Board of Directors, as the case may be, to any persons,

firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine.

#### ARTICLE XIII: ELECTION OF S CORPORATION STATUS

In the event the stockholders of the corporation ever elect to be taxed pursuant to the S corporation provisions of the Internal Revenue Code of 1986, as amended ("Election"), then to the extent allowed by law, the corporation and the Board of Directors will each year, on or before the due date(s) for the estimated payment(s) of federal and applicable state and local income taxes, pay to the stockholders, by way of salary, bonus, dividend or otherwise, sufficient money for each stockholder to pay the federal and applicable state and local income taxes due for the applicable time periods. In the event of an Election, neither any stockholder nor any of the officers of the corporation may, without the prior written consent of the record holders of more than seventy-five percent of the then outstanding shares of stock in the corporation, make or effect any transfer of any shares of stock in corporation that would cause a termination or invalidation of the Election.

#### ARTICLE XIV: AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by the Florida Business Corporation Act, Florida Statute 607, at the time of amendment.

Executed by the undersigned on this 26 day of April 1998.

Jennifer W. Necaise  
Jennifer W. Necaise (Incorporator)  
President

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.

Jennifer W. Necaise  
Signature/ Registered Agent

April 28, 98  
Date

FILED  
98 JUN -3 PM 12:50  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE