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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -5 AM 8:34

September 28, 1998

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

500002655385-4  
-10/05/98-01063-003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for Dollar Dobie, Inc., along with a check in the amount of Seventy Eight 75/00 Dollars (\$78.75). Please file this and forward the certificate to me.

Thank you for your cooperation in this matter, it is greatly appreciated.

Very truly yours,

*Stuart J. Banks*  
STUART J. BANKS

SJB/mm  
enc:

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ARTICLES OF INCORPORATION

OF

DOLLAR DOBIE, INC.

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The undersigned, citizens of the United States, desiring to form a corporation, for profit, under the General Corporation Act of Florida, do hereby certify:

FIRST: The name of said corporation shall be Dollar Dobie, Inc.

SECOND: The place in the State of Florida where its principle office is to be located is 11550 Baywood Meadows, Unit #3, Newport Richey, FL 34654.

THIRD: The maximum number of shares which the corporation is authorized to have outstanding is Eight Hundred and Fifty (850) shares without par value.

FOURTH: The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

FIFTH: A director of this corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise.

SIXTH: No shareholder shall be entitled to transfer any shares of the corporation otherwise than in accordance with the provisions hereinafter set forth:

- A. Should Any stockholder die, testate or intestate, he may transfer any part or all of such stock by testate direction or intestate distribution at the time of his death to or for the benefit of any

person or persons, or by gift to, or in trust for the benefit of, himself, his parent or parents, or any descendant or descendants of his, provided, however, the Corporation has a right to repurchase said stock from the transferee. The Corporation shall have the right to repurchase said stock for ten (10) days from the date it is notified of the death of said stockholder. If the Corporation fails to act within ten (10) days, then the transferee shall retain ownership of said stock. Should the Corporation desire to repurchase said stock, the value of the stock shall be determined as stated in Paragraph B(i) and B(ii) below. In case of any such transfer, the legatees, heirs, next of kin, donees, or other transferees shall receive and hold such stock subject to the restrictions on encumbrance and disposition set forth in this Section.

B. Any stockholder who desires to sell all or any part of such stock shall first offer in writing such stock for sale to the corporation at the same price and upon the same terms offered to such stockholder by a bona fide purchaser of such shares. The corporation shall have the option for ten (10) days after its receipt of such written offer to accept such offer. If within such ten day period, the corporation shall fail to accept such offer in its entirety, its option hereunder as to such offer shall terminate. Thereupon, the stockholder so desiring to sell all or part of his stock shall make the same offer (being an offer in writing to sell such stock at the same price and

upon the same terms offered to such stockholder by a bona fide prospective purchaser of such shares) to all of the other then stockholders of the corporation (as a group), and shall give written notice of such offer to all of the other then stockholders. Such other stockholders shall have the option for thirty (30) days after such proportions among themselves as they may agree, and if they do not agree, then each such stockholder who desires to accept such offer shall have the right to purchase such fraction of such shares of stock as is computed as follows:

- (i) The numerator of the fraction shall be the number corresponding to the number of shares of stock of the corporation then owned by such stockholder who desires to accept such offer;
- (ii) The denominator of such fraction shall be the number corresponding to the sum of all of the shares of stock then owned by all of the then stockholders who desire to accept such offer; provided, however, that no stockholder shall have the right to purchase any part of the shares so offered for sale unless all of such shares so offered for sale are purchased, pursuant to such offer, by one or more of such offeree stockholders.

If no stockholder or stockholders exercise such option within the aforesaid thirty day period, then the stockholder so desiring to sell

part or all of his stock shall have the right for a period ending on the sixtieth (60) day after the expiration of the aforesaid thirty day period, to sell such stock to and only to, the aforesaid bona fide prospective purchaser in the same quantity, at the same price, and upon the same terms as were offered to the other stockholders and/or the corporation. Upon expiration of such sixty day period, if such stockholder does not sell such stock, all of the restrictions imposed by the Code of Regulations shall continue to apply to all of the stock owned by such stockholder.

SEVENTH: The stock of this corporation shall be governed and regulated under Section 1244 of the Internal Revenue Code.

EIGHTH: The initial registered agent of the Corporation shall be Kimberly Barrett whose mailing address is 2977 Collier Avenue, #1, Jacksonville, FL 32205

NINTH: The name and address of the incorporator to these Articles of Incorporation are: STUART J. BANKS, 6004 Market Street, Boardman, Ohio 44512.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 3rd day of September, 1998.

  
STUART J. BANKS  
INCORPORATOR

**ORIGINAL APPOINTMENT OF REGISTERED AGENT**

I hereby accept the appointment as registered agent of your corporation upon whom process, tax notices, or demands may be served.

*Kimberly Barrett*

KIMBERLY BARRETT

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