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Requestor's Name
NAME B.J. GUTHRIE TELEPHONE
COMPANY Pearls 4 Life
STREET ADDRESS 9483 SHORT LEAF CT DEPT./FLOOR
CITY AND STATE (INCLUDE COUNTRY IF INTERNATIONAL) APOPKA, FL. ZIP CODE 32703
CORPORATION NAME(S) & ADDRESS

700002671027--D
-10/23/98--01045--004
*****70.00 *****70.00

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NonProfit		Resignation of R.A., Officer/ Director
Limited Liability		Change of Registered Agent
Domestication		Dissolution/Withdrawal
Other		Merger

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

10-26
WS

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
PEARLS 4 LIFE INTERNATIONAL, INC.**

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THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, NATURAL PERSONS COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I

**THE NAME OF THIS CORPORATION SHALL BE:
PEARLS 4 LIFE INTERNATIONAL, INC.**

ARTICLE II

THE OBJECT AND PURPOSE OF THE CORPORATION, AND THE GENERAL NATURE OF THE BUSINESS OR BUSINESSES TO BE TRANSACTED, SHALL BE THE MARKETING OF VARIOUS PRODUCTS AND ANY OTHER BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

**THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THE STATE OF FLORIDA SHALL BE
9483 SHORT LEAF CT., APOPKA, FL. 32703**

ARTICLE IV

THE CAPITAL STOCK OF THE CORPORATION SHALL CONSIST OF 100 SHARES OF COMMON STOCK, WITH PAR VALUE OF \$1.00.

ARTICLE V

THE BUSINESS OF THE CORPORATION SHALL BE CONDUCTED BY A BOARD OF NOT LESS THAN ONE (1) DIRECTOR. THE NAMES AND ADDRESS OF THE DIRECTORS OF THE CORPORATION ARE: *BLANCHE J. GUTHRIE, 9483 SHORT LEAF CT, APOPKA, FL. 32703; BUDDY HUDSON, 641 27TH ST. N.E. MASSILLON, OHIO 44646 AND STEVE MYERS, 8213 COLUMBUS ROAD, SHREVE, OHIO 44676.*

ARTICLE VI

THE OFFICERS OF THE CORPORATION SHALL BE A PRESIDENT, VICE PRESIDENT, VICE PRESIDENT OF MARKETING, TREASURER AND SECRETARY. UNTIL THE FIRST MEETING OF THE BOARD OF DIRECTORS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, THE FOLLOWING SHALL BE THE OFFICERS OF THE CORPORATION: *BLANCHE J. GUTHRIE, 9483 SHORT LEAF CT. APOPKA, FL. 32703, PRESIDENT; BUDDY HUDSON, 641 27TH ST. N.E. MASSILLON, OHIO 44646 SECRETARY/TREASURER; STEVE MYERS, 8213 COLUMBUS ROAD, SHREVE, OHIO 44676, VICE PRESIDENT AND HOWARD I. GUTHRIE, 943 SHORT LEAF CT. APOPKA, FL. 32703 VICE PRESIDENT OF MARKETING.*

ARTICLE VII

THE NAMES AND ADDRESS OF THE SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION AND A STATEMENT OF THE NUMBER OF SHARES OF STOCK AND THE VALUE OF CONSIDERATION THEREFOR WHICH THE SUBSCRIBERS ARE TO TAKE IS AS FOLLOWS: *BLANCHE J. GUTHRIE, 9483 SHORT LEAF CT, APOPKA, FL. 32703 331/3 SHARES; BUDDY HUDSON, 641 27TH ST. N.E. MASSILLON, OHIO 44646, 331/3 SHARES AND STEVE MYERS, 8213 COLUMBUS ROAD, SHREVE, OHIO 4676, 331/3 SHARES.*

ARTICLE VIII

THE ANNUAL MEETING OF THE STOCKHOLDERS SHALL BE HELD ON THE 1ST DAY OF DECEMBER OF EACH YEAR, OR AT SUCH TIME THE BOARD OF DIRECTORS SHALL BE ELECTED, AND SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING MAY BE CONSIDERED AND TRANSACTED. THE OFFICERS OF THE CORPORATION SHALL BE ELECTED ANNUALLY BY THE BOARD FOR DIRECTORS AT A MEETING OF THE BOARD TO BE HELD IMMEDIATELY FOLLOWING THE ANNUAL STOCKHOLDERS MEETING.

THE TIME, PLACE AND MANNER OF CALLING MEETINGS OF THE STOCKHOLDERS OR DIRECTORS SHALL BE FIXED BY THE BY-LAWS OF THE CORPORATION.

THE BOARD OF DIRECTORS SHALL APPOINT A REGISTERED AGENT AS REQUIRED BY THE LAWS OF THE STATE OF FLORIDA.

ARTICLE IX

ANY EXPENSE PAID BY THE CORPORATION FOR OR ON BEHALF OF ANY OFFICER OR ANY SUM PAID TO ANY OFFICER AS REIMBURSED EXPENSES, IF THE SAME SHALL BE SUBSEQUENTLY DISALLOWED BY THE INTERNAL REVENUE SERVICE, SHALL BE REPAYED BY SAID OFFICER TO THE CORPORATION.

ARTICLE X

PRIVATE PROPERTY OF THE STOCKHOLDERS SHALL NOT BE SUBJECT TO THE PAYMENT OF THE CORPORATION DEBTS IN ANY EXTENT WHATSOEVER. THE CORPORATION SHALL HAVE A FIRST LIEN ON THE SHARES OF ITS STOCKHOLDERS AND UPON THE DIVIDENDS DUE THEM FOR ANY INDEBTEDNESS OF SUCH STOCKHOLDERS OF THE CORPORATION.

ARTICLE XI

A SPECIAL MEETING OF THE SUBSCRIBERS OR THEIR ASSIGNS SHALL BE HELD UPON THE CALL OF THE PRESIDENT FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BY-LAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY BE DESIRED OR REQUIRED.

ARTICLE XII

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS \$7,500.

ARTICLE XIII

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE XIV

ANY AND ALL CERTIFICATES OF COMMON STOCK AUTHORIZED BY THIS CORPORATION SHALL, ON THE FACE THEREOF, CONTAIN THE NOTATION "SUBJECT TO THE SHAREHOLDER RESTRICTIONS PER ARTICLE XIV CONTAINED IN THE CHARTER". ANY AND ALL SHARES HEREAFTER ISSUED BY THE SAID CORPORATION SHALL BE SUBJECT ALSO TO THESE RESTRICTIONS. ANY PERSON OWNING STOCK IN THIS CORPORATION BEING DESIROUS OF DISPOSING OF SAID SHARES OF STOCK SHALL NOTIFY THE CORPORATION OF HIS INTENTIONAL DISPOSE OF THIS STOCK AND THEREAFTER, THE CORPORATION SHALL HAVE NINETY (90) DAYS TO EXERCISE ITS RIGHTS TO PURCHASE THE STOCK AT THE PRICE OFFERED BY THE SHAREHOLDER TO OTHERS.

IF THE CORPORATION SHALL THEREAFTER FAIL TO PURCHASE THE AFORESAID STOCK AT A PRICE WHICH IS BONA FIDE OFFER BY OTHERS TO PURCHASE THE STOCK, THEN THE SHAREHOLDERS MAY SELL THE OUTSTANDING SHARES BY GIVING NOTICE TO THE CORPORATION IN WRITING THAT NINETY (90) DAYS HAVE ELAPSED SINCE THE OFFER AND THE TRANSFER SHALL BE EFFECTED ON THE BOOKS AND RECORDS OF THE CORPORATION

IN THE EVENT OF THE DEATH OF A STOCKHOLDER OF THE CORPORATION, THE CORPORATION SHALL HAVE ADDITIONAL FIRST RIGHTS TO PURCHASE THE STOCK FOR A PRICE TO BE AGREED UPON, PROVING HOWEVER, THAT IF NO AGREEMENT CAN BE REACHED THE PRICE SHALL BE SET AT THE INSTANCE OF THE PERSONAL REPRESENTATIVE OF THE DECEASED SET FOR THE FILING OF THE FEDERAL ESTATE TAX RETURN REGARDLESS OF WHETHER SUCH RETURN SHALL BE REQUIRED.

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE SUCH PERCENTAGE OF ANY NEW SALE OR ISSUE OF STOCK AS

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledge before me this 10 day of Oct 1998, by BLANCHE J. GUTHRIE, as president of PEARLS 4 LIFE INTERNATIONAL INC., who is personally known to me or who has produced FLORIDA DRIVER LICENSE # G 360-420-45 as identification and who did (did not) take an oath. FL. 621-0

Julie N. Sweptston
NOTARY PUBLIC, STATE AT LARGE



JULIE N. SWEPSTON
COMMISSION # CC 423383
EXPIRES NOV 29, 1998
BONDED THRU
ATLANTIC BONDING CO., INC

STATE OF OHIO
COUNTY OF

The foregoing instrument was acknowledge before me this 20th day of August 1998, by BUDDY HUDSON, as Secretary/Treasurer of PEARLS 4 LIFE INTERNATIONAL INC., who is personally known to me or who has produced OHIO RIVER LICENSE # RL545653 as identification and who did (did not) take an oath.

Carol Lynne Hudson
NOTARY PUBLIC, STATE AT LARGE

My commission expires September 3, 1998

STATE OF OHIO
COUNTY OF

The foregoing instrument was acknowledge before me this 20th day of August 1998, by STEVE MYERS, as Vice President of PEARLS 4 LIFE INTERNATIONAL INC., who is personally known to me or who has produced OHIO DRIVER LICENSE # OLN#26677401 as identification and who did (did not) take an oath.

Carol Lynne Hudson
NOTARY PUBLIC, STATE AT LARGE

My commission expires September 3, 1998

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledge before me this 10 day of Oct 1998, by HOWARD I. GUTHRIE, as Vice president of Marketing of PEARLS 4 LIFE INTERNATIONAL INC., who is personally known to me or who has produced FLORIDA DRIVER LICENSE # 6360-329-25-01 as - O identification and who did (did not) take an oath.. FL.

Julie N. Sweptston
NOTARY PUBLIC, STATE AT LARGE



JULIE N. SWEPSTON
COMMISSION # CC 423383
EXPIRES NOV 29, 1998
BONDED THRU
ATLANTIC BONDING CO., INC

**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 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT PEARLS 4 LIFE INTERNATIONAL, INC.
(Name Corporation)

WITH ITS PLACE OF BUSINESS AT 9483 Short Leaf Court, Apopka, FL 32703
(Business Address, City and State)

HAS NAMED BLANCHE J. GUTHRIE
(Name of Registered Agent)

LOCATED AT 9483 SHORT LEAF CT. APOPKA, FL 32703
(Street Address and Number Of Building,
Post Office Box Addresses ARE NOT Acceptable)

CITY OF APOPKA **STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE**
(City)
OF PROCESS WITHIN FLORIDA.

SIGNATURE Blanche J. Guthrie
(Corporate Officer)

TITLE Pres.

DATE 3/17/98

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. AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE Blanche J. Guthrie
(REGISTERED AGENT)

DATE 3/17/98

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314
Phone: (904) 488-9005.

(NOTE: There is a filing fee of \$3.00 for this certificate)

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