

TRANSMITTAL LETTER

P98000091853

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

200002669042--8
-10/21/98-01044-021
*****87.50 *****87.50

SUBJECT:

CHAMP AIR FRESHENERS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25^{87.50}
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

JOHN A. MORAN
Name (Printed or typed)

6900-29 DANIELS PARKWAY, SUITE 337
Address

FONT MYERS, FL 33912
City, State & Zip

(941) 931-0070 EXT. 3
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 28 AM 3:44

B. BROCK OCT 28 1998

NOTE: Please provide the original and one copy of the articles.

W98-24004



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 22, 1998

JOHN A. MORAN
6900-29 DANIELS PARKWAY, SUITE 337
FORT MYERS, FL 33912

SUBJECT: CHAMP AIR FRESHENERS, INC.
Ref. Number: W98000024004

We have received your document for CHAMP AIR FRESHENERS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 998A00052084

ARTICLES OF INCORPORATION

OF

CHAMP AIR FRESHENERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 28 AM 3:44

The undersigned incorporator, being of full age and for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I Name, Address of Principal Office

1.01. Name. The name of this corporation shall be CHAMP AIR FRESHENERS, INC.

1.02. Initial Principal Office. The street address and mailing address of this corporation's initial principal office in this state shall be 6900-29 Daniels Parkway, Suite 337, Fort Myers, Florida 33912.

ARTICLE II Shares

2.01. Shares. The total authorized number of shares of this corporation is five hundred (500) shares, all of which shall be shares of common stock of the par value of one cent (\$.01) per share.

2.02. Cumulative Voting. Shareholders shall have no rights of cumulative voting.

2.03. Preemptive Rights. Shareholders shall have no rights, preemptive or otherwise, to acquire any part of any unissued shares or other securities of this corporation or of any rights to purchase shares or other securities of this corporation before the corporation may offer them to other persons.

2.04. Vote Required. The shareholders shall take action by the affirmative vote of the holders of a majority of the voting power of the shares present and entitled to vote except where a larger proportion is required by these Articles of Incorporation or by law.

ARTICLE III Directors

3.01. Board of Directors; Number. The Board of Directors of this corporation shall consist of one (1) director or such other number of directors as shall be fixed in the manner provided in the By-Laws of this corporation.

3.02. Directors Liability. A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for:

(i) liability based on a breach of the duty of loyalty to the corporation or the shareholders;

(ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

(iii) liability for any transaction from which the director derived an improper personal benefit.

If Chapter 607, Florida Statutes hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Chapter 607. Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

3.03. Action without meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors then in office, unless the action is one which need not be approved by the shareholders, in which case such action shall be effective if signed by the number of directors that would be required to take the same action at a meeting at which all directors were present.

ARTICLE IV REGISTERED OFFICE

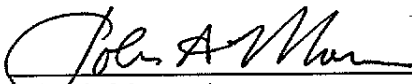
4.01. Registered Office; Registered Agent. The street address of the corporation's initial registered Office shall be 11540 Villa Grand, #1224, Fort Myers, FL 33913. The corporation's initial registered agent at the registered office shall be John A. Moran.

ARTICLE V INCORPORATOR

5.01 Incorporator. The name and address of the incorporator of this corporation is:

John A. Moran
11540 Villa Grand, #1224
Fort Myers, FL 33913

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of October, 1998.


John A. Moran, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is CHAMP AIR FRESHENERS, INC.

2. The name and address of the registered agent and office is:

JOHN A. MORAN
(NAME)

11540 VILLA GRAND, #1224
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

FORT MYERS, FL 33913
(CITY/STATE/ZIP)

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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.

John A. Moran
(SIGNATURE)

10/27/98
(DATE)