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ATTORNEYS' TITLE

Requestor's Name

Address

City/State/Zip

Phone #

200002767362--1

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) (Document #)

2. \_\_\_\_\_ (Corporation Name) (Document #)

3. \_\_\_\_\_ (Corporation Name) (Document #)

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ASAP

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NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
Amendment
Resignation of R.A., Officer/ Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

FILED  
9 FEB -8 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 FEB -8 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH FEB 08 1999

**ARTICLES OF INCORPORATION  
OF  
MATTRESS KING CORPORATION**

The undersigned incorporator hereby forms a corporation pursuant to Chapter 607 of the laws of the State of Florida.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 FEB -8 AM 10:43

FILED

**ARTICLE I**

**NAME**

The name of this corporation shall be:

MATTRESS KING CORPORATION

The street address and mailing address of the principal office of this corporation shall be 2340 Periwinkle Way, Suite J-3, Sanibel Island, Florida 33957.

**ARTICLE II**

**NATURE, PURPOSES AND POWERS**

The general nature and purpose of the business or businesses to be transacted and which this corporation is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of this corporation, shall be as follows:

1. To engage or transact in any lawful activity or business.
2. To carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same

extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of this corporation's powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service,

and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of corporations for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature and purpose of the business or businesses to be transacted by this corporation shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by the reference to or inference from the terms of any other clause. They shall each be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit this corporation to carry on any business, exercise any power, or do any act which a corporation may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

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**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Million shares of stock with a par value of One Cent (\$0.01).

**ARTICLE IV**

**ADDRESS**

The street address of the initial registered office of this corporation shall be 2340 Periwinkle Way, Suite J-3, Sanibel Island, Florida 33957, and the name of the initial registered agent of this corporation at that address is ROBERT LEE RATLIFF III.

**ARTICLE V**

**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI**

**PREEMPTIVE RIGHTS**

This corporation elects to have preemptive rights.

**ARTICLE VII**

**DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation

shall be managed and regulated under, the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director, initially. The number of directors may at any time and from time to time be increased or decreased (except there shall be no decrease in the event the Board of Directors consist of only one director) by action of the shareholders owning seventy-five (75%) percent or more of the authorized and issued shares of this corporation. The name and street address of the initial member of the Board of Directors of this corporation are:

ROBERT LEE RATLIFF III

2340 Periwinkle Way  
Suite J-3  
Sanibel Island, Florida 33957

#### ARTICLE VIII

##### OFFICERS

The name and address of the initial officers of this corporation, who shall hold office for the first year of the corporation or until his successor is elected or appointed, are:

ROBERT LEE RATLIFF III

President, Secretary, and  
Treasurer

2340 Periwinkle Way  
Suite J-3  
Sanibel Island, Florida 33957

#### ARTICLE IX

##### INCORPORATOR

The name and street address of the incorporator to these

Articles of Incorporation are:

ROBERT LEE RATLIFF III  
2340 Periwinkle Way  
Suite J-3  
Sanibel Island, Florida 33957

99 FEB -8 AM 11:43  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, ROBERT LEE RATLIFF III, being incorporator of MATTRESS KING CORPORATION, hereby certify that the foregoing constitutes the Articles of Incorporation of MATTRESS KING CORPORATION.

Executed by ROBERT LEE RATLIFF III at Sanibel Island, Florida, on the 5th day of February, 1999.

  
ROBERT LEE RATLIFF III

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

ROBERT LEE RATLIFF III having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of MATTRESS KING CORPORATION, states that he is a resident of the state of Florida, his street address is identical with the mailing and street address of this corporation and he is familiar with and accepts the obligations of the position of Registered Agent of MATTRESS KING CORPORATION.

  
ROBERT LEE RATLIFF III