

999000046507

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Turtle Island  
Furniture Company, Inc

500002882245-5  
-05/21/99--01046--025  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RECEIVED  
MAY 21 11:10 AM '99  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE

Signature \_\_\_\_\_

Requested by: CS

Name

Date 5/21

Time 9:25

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_  
☐ LTD Partnership File \_\_\_\_\_  
☐ Foreign Corp. File \_\_\_\_\_  
☐ L.C. File \_\_\_\_\_  
☐ Fictitious Name File \_\_\_\_\_  
☐ Trade/Service Mark \_\_\_\_\_  
☐ Merger File \_\_\_\_\_  
☐ Art. of Amend. File \_\_\_\_\_  
☐ RA Resignation \_\_\_\_\_  
☐ Dissolution / Withdrawal \_\_\_\_\_  
☐ Annual Report / Reinstatement \_\_\_\_\_  
☒ Cert. Copy \_\_\_\_\_  
☒ Photo Copy \_\_\_\_\_  
☒ Certificate of Good Standing \_\_\_\_\_  
☐ Certificate of Status \_\_\_\_\_  
☐ Certificate of Fictitious Name \_\_\_\_\_  
☐ Corp Record Search \_\_\_\_\_  
☐ Officer Search \_\_\_\_\_  
☐ Fictitious Search \_\_\_\_\_  
☐ Fictitious Owner Search \_\_\_\_\_  
☐ Vehicle Search \_\_\_\_\_  
☐ Driving Record \_\_\_\_\_  
☐ UCC 1 or 3 File \_\_\_\_\_  
☐ UCC 11 Search \_\_\_\_\_  
☐ UCC 11 Retrieval \_\_\_\_\_  
☐ Courier \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1999 MAY 21 PM 2:20

FILED

R. Purinton MAY 21 1999

FILED

1999 MAY 21 PM 2: 20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
TURTLE ISLAND FURNITURE COMPANY, INC.**

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

**ARTICLE I**

The name of the Corporation is **TURTLE ISLAND FURNITURE COMPANY, INC.**

**ARTICLE II**

The purpose for which the Corporation is formed is to transact any or all lawful business, not required to be specifically stated in these Articles, for which corporations may be incorporated under the Florida Business Corporation Act, as amended from time to time.

**ARTICLE III**

The number of shares of common stock which the Corporation shall have authority to issue shall be Five Thousand (5,000) Shares of common stock, without par value. The authorized holders of shares of stock of the Corporation may have pre-emptive and/or preferential rights to purchase or subscribe to (i) any shares of any class of the Corporation, whether now or hereafter authorized; (ii) authorized warrants, rights, or options to purchase any such shares; or (iii) authorized securities or obligations convertible into any such shares or into warrants, rights, or options to purchase any such shares.

#### ARTICLE IV

The initial Registered Office of the Corporation shall be located at: 9401 S.W. 73<sup>rd</sup> Avenue, Miami, Florida 33156; and, the initial Registered Agent shall be Paul F. Myrtetus, who is a resident of Dade County, Florida and whose address is the same as the address for the Registered Office. The Principal Office for the Corporation shall be located at: 9401 S.W. 73<sup>rd</sup> Avenue, Miami, Florida 33156, which is also the mailing address for the Corporation.

#### ARTICLE V

1. To the full extent that the Florida Business Corporation Act, as it exists on the date hereof or may hereafter be amended, and any other applicable law permits the limitation (which limitation shall be (i) \$1.00 or the minimum amount allowed to be stated by such Act if a specific dollar amount is required to be stated or (ii) the full extent of the limitation set forth in such Act if not specific dollar amount is required to be stated) or elimination of the liability of Directors or Officers, a Director or Officer of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a Director or Officer of the Corporation for or with respect to any acts or omissions of such Director or Officer occurring prior to such amendment or repeal.

2. To the full extent permitted and in the manner prescribed by the Florida Business Corporation Act and any other applicable law, the Corporation shall indemnify a Director or Officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was such a Director or Officer or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust,

employee benefit plan or other enterprise. The Board of Directors is hereby empowered to contract in advance to indemnify any Director or Officer.

3. The Board of Directors is hereby empowered, by majority vote, to cause the Corporation to indemnify or contract in advance to indemnify any person not specified in Section 2 of this Article who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in Section 2.

4. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by any such person in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article.

5. In the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section 2 of this Article shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnities. If the Board of Directors and the proposed indemnities are unable to agree upon such legal counsel, the Board of

Directors and the proposed indemnities each shall select a nominee, and the nominee shall select such special legal counsel.

6. The provisions of this Article shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

7. Reference herein to Directors, Officers, employees or agents shall include former Directors, Officers, employees and agents and their respective heirs, executors and administrators.

#### ARTICLE VI

Unless the Board of Directors conditions its submission of a particular matter on receipt of a greater vote or on any other basis permitted by applicable law, the vote of the holders of a majority of outstanding shares of the Corporation entitled to vote on the following matters required by applicable law to be submitted to shareholders shall be required and sufficient for the adoption or approval thereof: (i) any amendment or restatement of Articles of Incorporation of the Corporation, (ii) a plan of merger, (iii) a plan of share exchange, (iv) the sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation other than in the usual and regular course of its business, or (iv) a proposal to dissolve the Corporation. The foregoing provisions of this Article shall not be construed to alter or modify in any respect the voting requirements prescribed by the Florida Business Corporation Act which would in the

absence of such provisions be applicable to approval of any affiliated transaction (as defined in said Act) or any amendment of the Articles of Incorporation relating to the vote required for such approval.

#### ARTICLE VII


The Board of Directors shall have the power to make, amend or repeal bylaws of the Corporation.

#### ARTICLE VIII

The name and address of the incorporator to these Articles of Incorporation are:

E. Duffy Myrtetus  
LeClair Ryan  
*a Professional Corporation*  
707 E. Main Street, 11<sup>th</sup> Floor  
Richmond, Virginia 23219

Dated: May 14, 1999

  
\_\_\_\_\_  
Incorporator

DESIGNATION OF REGISTERED AGENT

*Having been named as Registered Agent and to accept service of process for the above named 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 the 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.*

Paul F. Mystetus

Signature/Registered Agent

5/20/99

Date

FILED  
1999 MAY 21 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA