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TRANSMITTAL LETTER

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

300002888063--8  
-05/27/99--01035--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Mr. Todd's Toy Company  
(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 of Status

☐ \$78.75 Filing Fee  
& Certified Copy  
☐ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
**ADDITIONAL COPY REQUIRED**

FROM: Julie W. Koester  
Name (Printed or typed)

454 Palm River Blvd.  
Address

Naples, FL 34110  
City, State & Zip

(941) 594-9038  
Daytime Telephone number

FILED  
1999 MAY 27 AM 8 19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FILED

1999 MAY 27 AM 8 19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
MR. TOAD'S TOY COMPANY**

**ARTICLE I  
NAME**

The name of this corporation is Mr. Toad's Toy Company.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business of this corporation is 454 Palm River Blvd.,  
Naples, Florida 34110.

**ARTICLE III  
DURATION**

This corporation shall exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statute Section 607.167, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

**ARTICLE IV  
PURPOSE**

This corporation is organized to engage in any and all purposes allowed a Florida corporation.

**ARTICLE V  
CAPITAL STOCK**

The corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock. Such shares shall be treated as stock under Section 1244 of the Internal Revenue Code in the event of loss upon the sale or exchange of these shares. Any such loss shall be deemed an ordinary loss, to the extent allowed by Section 1244.

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of this corporation is Edmond E. Koester, Esq., c/o Quarles & Brady, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and address of the initial directors of this corporation are as follows:

Julie W. Koester  
President  
454 Palm River Blvd.  
Naples, FL 34110

Edmond E. Koester  
Vice President  
454 Palm River Blvd.  
Naples, FL 34110

**ARTICLE VIII  
INCORPORATOR**

The name and address of the person signing these articles is: Julie W. Koester, 454 Palm River Blvd., Naples, FL 34110.

**ARTICLE IX  
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE X  
SHAREHOLDER QUORUM**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

**ARTICLE XI  
MAJORITY VOTE TO AMEND**

These Articles may be amended upon a majority vote of the shareholders.

**ARTICLE XII  
MEETINGS**

Any meeting of shareholders may be held whether within or outside the State of Florida.

**ARTICLE XIII**  
**APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger is required, even if such approval is not required by law.

**ARTICLE XIV**  
**NO REMOVAL OF DIRECTORS**

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

**ARTICLE XV**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, has the preemptive right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XVI**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, against all liability, expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for gross negligence, willful misconduct, or criminal actions where the crime was not committed in a good faith or reasonable belief that the action was lawful and was not opposed to the best interests of the corporation.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

The foregoing rights of indemnification are in addition to all other rights to which the officer or director may be entitled under law.

**ARTICLE XVII  
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation on the 24th day of May, 1999.

  
Julie W. Koester, Incorporator

5/24/99  
Date

*Having been named as registered agent 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.*

  
Edmond E. Koester

5/24/99  
Date

FILED  
1999 MAY 27 AM 8:19  
CLERK OF COURT  
TALLAHASSEE, FLORIDA