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Florida Department of State  
Division of Corporations  
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## To:

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## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
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## FLORIDA PROFIT CORPORATION OR P.A.

## PATTERSON PUBLISHERS, INC

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
PATTERSON PUBLISHERS, INC.

ARTICLE I

The name of the Corporation is: PATTERSON PUBLISHERS, INC.

Principal Office: 555 N.W. 210 STREET, #101  
MIAMI, FLORIDA 33169

Mailing Address P.O. BOX 693422  
MIAMI, FLORIDA 33269-3422

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ARTICLE II

The Corporation may engage or transact in any or all activity or business permitted under laws of the United States and the State of Florida. The corporation shall exist perpetually.

ARTICLE III  
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of one Hundred (100) shares or One-Dollar (\$1.00) par value common stock, which shall be designated "Common shares." The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV  
CUMULATIVE VOTING

At each election for directors, every holder of the capital stock (or voting stock, if there is more than one class and one class is nonvoting) shall have the right to vote, in person or by proxy; the number of shares registered in his name for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates. Notice must be given by any shareholder to the President and the Vice-president of the Corporation, not less than twenty-four (24) hours prior to the time set for the holding of a

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Miami, Florida 33169  
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shareholders meeting for the election of directors, that such shareholders intend to cumulate his vote at said election.

**ARTICLE V**  
**PREEMPTIVE RIGHTS**

The registered holders of the shares of the capital stock of the Corporation shall have the preemptive right to purchase additional stock on such equitable terms, prices, and conditions as shall be fixed by the Board of Directors for the issuance of any stock in the Corporation from time to time. Such preemptive right shall be exercised in the ratio that the number of shares held by each stockholder bears to the total number of shares outstanding.

**ARTICLE VI**  
**INDEMNIFICATION**

The corporation shall indemnify any officer- or director, or any former officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

**ARTICLE VII**  
**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**


The Corporation is initial Registered Agent and Registered Office in the State of Florida is:

INITIAL REGISTERED AGENT: Sandra Patterson Williams

INITIAL REGISTERED OFFICE: 555 N.W. 210 Street, Suite 101  
Miami, FL 33169

**ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept the process on the Corporation at the Initial Registered Office designated in these articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
SANDRA WILLIAMS  
Registered Agent

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ARTICLE VIII  
INITIAL BOARD OF DIRECTOR(S)

The Corporation shall have two (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The name(s) and addresses of the initial directors of the corporation are:

<u>Name(s)</u>	<u>Address(es)</u>
Valerie Patterson	555 N.W. 210 Street, #101 Miami, Florida 33169
Sandra Williams	555 N.W. 210 Street #101 Miami, Florida 33169
Sheila Jackson	555 N.W. 210 Street #101 Miami, Florida 33169

ARTICLE IX  
INITIAL OFFICER(S)

The name(s) and addresses of the initial Officers of the corporation is(are):

Valerie Patterson, President, Secretary  
Sandra Williams, Vice President,  
Sheila Jackson, Treasurer

ARTICLE X  
INITIAL SHAREHOLDER(S)

The name(s) of the initial stockholders of the Corporation as well as their respective shares is:

Valerie Patterson	70%
Sandra Williams	15%
Sheila Jackson	15%

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# ARTICLE XI SPECIAL VOTE REQUIREMENTS

The following acts of the Corporation shall not be performed without the written consent of affirmative vote of two-thirds (2/3) of the issued and outstanding common stock of the Corporation:

- (1) amendment of the Articles of Incorporation
- (2) amendment of the Bylaws of the Corporation
- (3) increase of the capital stock of the Corporation
- (4) voluntary bankruptcy of the Corporation
- (5) dissolution of the Corporation
- (6) change in preemptive rights in the corporate stock
- (7) abolition of cumulative voting

## ARTICLE XII INCORPORATOR

The name and address of the incorporators executing these Articles of Incorporation are:

Valerie Patterson  
Valerie Patterson  
Incorporator  
555 N.W. 210 Street, #101  
Miami, FL 33169

Sandra Williams  
Sandra Williams  
Incorporator  
555 NW 210 St #101  
Miami, FL 33169

Personally appeared before me, the undersigned authority, VALERIE PATTERSON, who signed the foregoing Affidavit in my presence and who being by me first duly sworn, deposes and says that he/she knows the contents of said Affidavit.

Witness my hand and official seal on this 25 day of June, 1999.

Maydelin Gil  
Name of Notary Public  
My commission expires:



Maydelin Gil  
MY COMMISSION # 00357779 EXPIRES  
May 27, 2000  
BONDED THRU TROY PAUL INSURANCE, INC.

Maydelin Gil  
Signature of Notary

Affiant ☒ Known ☐ Produced I.D.  
Type of I.D. Florida Driver's License

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