

# AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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P990000708  
August 10, 1999

FILED  
99 AUG 10 PM 1:58  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

## VIA HAND DELIVERY

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

300002955803--5  
-08/10/99--01045--025  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Scrapbook Market, Inc.

300002955803--5  
-08/10/99--01045--026  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for Scrapbook Market, Inc. and our checks in the amount of \$78.75 for the filing fee and certified copy. Also enclosed is an extra copy of the Articles to be date stamped by your office and to be picked up by our messenger.

Please call my assistant, Julie Guhl, at 850-425-5451 to notify her when the Articles have been filed.

Thank you for your assistance. Please call if you have any questions.

Sincerely,



Emily S. Waugh

ESW/jg

Enclosures

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Call when ready  
224-9115  
Julie  
8/10

**ARTICLES OF INCORPORATION  
OF  
SCRAPBOOK MARKET, INC.**

**FILED**  
99 AUG 10 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective upon filing with the Florida Secretary of State.

**ARTICLE I.  
Name and Principal Office**

The name of this Corporation shall be **SCRAPBOOK MARKET, INC.** The principal place of business and mailing address of this Corporation is 3739 Bobbin Brook West, Tallahassee, Florida 32312.

**ARTICLE II.  
Nature of Business**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III.  
Stock**

The authorized capital stock of this Corporation shall consist of 1000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.**  
**Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.**  
**Incorporators**

The name and street address of the Incorporator of this Corporation is as follows:

Courtney K. Glazer                      3739 Bobbin Brook West, Tallahassee, Florida 32312

**ARTICLE VI.**

**Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.**

**Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 3739 Bobbin Brook West, Tallahassee, Florida 32312. The name of the initial Registered Agent of the Corporation at the above address shall be Courtney K. Glazer. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.**

**Number of Directors**

This Corporation shall have at least one Director. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**ARTICLE IX.**  
**Initial Board of Directors**

The initial Board of Directors shall consist of one person. The name and street address of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until her successors are elected are as follows:

Courtney K. Glazer 3739 Bobbin Brook West, Tallahassee, Florida 32312

## ARTICLE X.

### Officers

The Corporation shall have a president, secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The name and address of the initial officer is as follows:

President/Secretary/Treasurer: Courtney K. Glazer  
3739 Bobbin Brook West  
Tallahassee, Florida 32312

**ARTICLE XI.**  
**Transactions In Which Directors**  
**Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

## **ARTICLE XII. Financial Information**

The Corporation shall be required to prepare and provide financial information as requested by its shareholders.

## **ARTICLE XIII. Amendment**

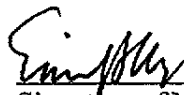
These Articles of Incorporation may be amended only by: (a) a majority affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b) as otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation on August 10, 1999.

  
COURTNEY K. GLAZER  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of August, 1999, by **Courtney K. Glazer**, who is personally known to me and who did not take an oath.

  
Signature of Notary Public

Notary Seal/Stamp:



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

**FILED**  
99 AUG 10 PM 1:58  
CLERK OF STATE  
TALLAHASSEE, FLORIDA


In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

**Scrapbook Market, Inc.**, desiring to organize as a corporation under the laws of the state of Florida, has designated 3739 Bobbin Brook West, Tallahassee, Florida 32312, as its initial registered office and has named Courtney K. Glazer, located at said address, as its initial Registered Agent effective August 10, 1999.

  
COURTNEY K. GLAZER  
Incorporator

Dated as of August 10, 1999

Having been named Registered Agent and to accept service of process for Scrapbook Market, Inc., at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective August 10, 1999. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of her position as Registered Agent.

  
COURTNEY K. GLAZER  
Registered Agent  
Dated August 10, 1999