

P99000073123

CAPITOL SERVICES d/b/a  
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

300002961873--0

-08/17/99--01033--023

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

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

1. Shop & Store, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in ☐ Pick up time 8/17

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

RECEIVED  
99 AUG 17 AM 10:59  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
99 AUG 17 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

8/17

**ARTICLES OF INCORPORATION**  
**OF**  
**SHOP & STORE, INC.**

The undersigned, acting as incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation.

**ARTICLE I**

**Name**

The name of the Corporation shall be **SHOP & STORE, INC.**

**ARTICLE II**

**Principal Office**

The principal office of the Corporation is located at 222 West Comstock Avenue, Suite 101, Winter Park, Florida 32789.

**ARTICLE III**

**Corporate Purposes, Power and Rights**

Notwithstanding any provision hereof to the contrary, the nature of the business and of the purposes to be conducted and promoted by the Corporation is to act as the managing member of LyPar-Taylor, LLC, whose purpose is to hold title to certain parcels of real property located at 339 South Park Avenue (the "LyPar Building") and 312 North Park Avenue (the "Taylor Building"), together with all improvements located thereon, in the City of Winter Park, State of Florida (the "Property") and own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property. The Corporation shall exercise all powers enumerated in the Florida General Corporation Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

**FILED**  
99 AUG 17 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE IV

### Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

## ARTICLE V

### Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock, with a \$1.00 par value per share.

## ARTICLE VI

### Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 222 West Comstock Avenue, Suite 101, Winter Park, Florida 32789. The name of the initial registered agent of the Corporation at the registered office shall be Gene H. Godbold.

## ARTICLE VII

### Initial Board of Directors

The initial Board of Directors shall consist of one (1) person. The name and address of the person who shall serve as Director of the Corporation until the first meeting of shareholders is:

Name

Address

Gene H. Godbold

222 West Comstock Avenue  
Suite 101  
Winter Park, Florida 32789

## ARTICLE VIII

### Incorporator

The name and address of the incorporator of the Corporation is:

**Gene H. Godbold  
222 West Comstock Avenue, Suite 101  
Winter Park, Florida 32789**

## ARTICLE IX

### General Provisions

1. Notwithstanding any provision hereof to the contrary, if any indebtedness of the limited liability company to First Union National Bank or its successors or assigns is outstanding (such indebtedness, the "First Mortgage"), the Corporation shall not incur any indebtedness and shall not cause the limited liability company to incur, assume or guarantee any indebtedness other than (a) the First Mortgage; and (b) liabilities in the ordinary course of business relating to the ownership and operation of the Property not more than 60 days past due.

2. If the First Mortgage is outstanding, the Corporation shall not cause the limited liability company to: (1) dissolve or liquidate, or consolidate or merge with or into any other Person or convey or transfer its properties or the limited liability company's properties substantially as an entirety to any Person; (2) voluntarily commence a case with respect to itself or cause the limited liability company to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors; or (3) amend this certificate of incorporation or the article of organization or the operating agreement of the limited liability company without first obtaining approval of First Union National Bank or its successors or assigns as lender under the First Mortgage.

3. If the First Mortgage is outstanding, the shares of capital stock of the corporation shall not be transferred, assigned, pledged or otherwise disposed of or encumbered except as expressly provided for in the documents evidencing the First Mortgage. A legend to such effect shall be placed on each certificate evidencing such shares.

4. Notwithstanding any provision hereof to the contrary, any and all obligations of the Corporation to indemnify its directors and officers shall be fully subordinated to the First Mortgage and, as long as the First Mortgage is outstanding, shall not constitute a claim against the Corporation.

5. Notwithstanding any provision hereof to the contrary, for so long as the First Mortgage is outstanding, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

(a) It shall allocate fairly and reasonably any overhead for shared office space.

(b) It shall maintain corporate records and books of account separate from those of any other Person.

(c) Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.

(d) It shall observe all corporate formalities.

- (e) It shall not commingle its assets with those of any other Person.
- (f) It shall conduct its own business in its own name.
- (g) It shall maintain financial statements separate from any other Person.
- (h) It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any other Person.
- (i) It shall maintain an arm's length relationship with its Parent and any Affiliate.
- (j) It shall not guarantee or become obligated for the debts of any other Person, or hold out its credit as being available to satisfy the obligations of others.
- (k) It shall use stationary, invoices and checks separate from any other Person.
- (l) It shall not pledge its assets for the benefit of any other Person.
- (m) It shall not acquire obligations or securities of any other Person.
- (n) It shall not make loans to any other Person.
- (o) It shall correct any known misunderstanding regarding its separate identity.
- (p) It shall maintain adequate capital in light of its contemplated business operations.
- (q) It shall hold itself out as an entity separate from any other Person.
- (r) It shall file its tax returns separate from those of any other Person.

6. Notwithstanding any provision hereof to the contrary, when voting on matters concerning the limited liability company, notwithstanding that the limited liability company is not then insolvent, the corporation's directors shall take into account the interests of the limited liability company's creditors.

7. If any provisions of these Articles of Incorporation conflicts with any provisions of the ByLaws, these Articles of Incorporation shall govern.

## ARTICLE X

### Definitions

1. "Affiliate" means any Person other than the Corporation (i) which owns beneficially, directly or indirectly, through one or more intermediaries more than ten percent (10%) of the outstanding shares of the Common Stock, or which is otherwise in control of the Corporation whether directly or indirectly through one or more intermediaries, (ii) of which more than ten percent (10%) of the outstanding voting securities are owned beneficially, directly or indirectly, by any Person described in clause (i) above, or (iii) which is controlled by or under common control with any Person described in clause (i) above; provided that for the purpose of this definition the terms "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

2. "Parent" means, with respect to a corporation, any other Person owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

3. "Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, governmental or any agency or political subdivision thereof or any other entity.

Executed this 16<sup>th</sup> day of August, 1999.

  
GENE H. GODBOLD, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of August, 1999, by GENE H. GODBOLD [ ☒ ] who is personally known to me or [ ☐ ] has produced \_\_\_\_\_ as identification.

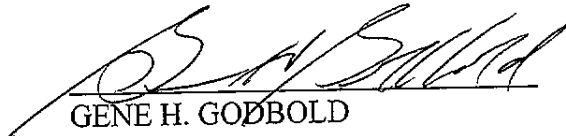
  
NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

  
GENE H. GODBOLD  
Registered Agent

Date: 8-16-99

FAUSERS\1\CORP\Shop & Store Articles  
cah/081699

**FILED**  
99 AUG 17 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA