

# N0000000619

**FILINGS, INC. TERESA ROMAN**

(Requestor's Name)

**2805 LITTLE DEAL ROAD**

(Address)

**TALLAHASSEE, FLORIDA 32308**

(City, State, Zip)

**385-6735**

(Phone #)

**OFFICE USE ONLY**

300003116609--4  
 -01/31/00--01097--025  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

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

1. Baillarge De Bonita, Inc = no-transition  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in   
  Pick up time \_\_\_\_\_   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

**FILED**  
 00 JAN 31 PM 3:12  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" 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
<input type="checkbox"/>	Other

**RECEIVED**  
 00 JAN 31 PM 3:00  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION**

*of*

**BAILLIAGE de BONITA, INC.**  
***A Florida Nonprofit Corporation***

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00 JAN 31 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, and hereby adopt the following Articles of Incorporation for such purpose.

**ARTICLE I - CORPORATE NAME**

The name of the corporation is: Bailliage de Bonita, Inc.

**ARTICLE II - DURATION**

This corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III - PURPOSE**

The corporation is a mutual benefit corporation organized for the following purposes:

1. To promote, foster and encourage the culinary arts and particularly the techniques of cooking by spit, rotisserie, barbecue, broiling and grilling;
2. To collect and disseminate information with respect to the preparation and serving of goods and the enjoyment, tasting and understanding of wines;
3. To encourage educational institutions to teach all phases of the culinary arts; and
4. All other purposes for which nonprofit corporations may be organized under the laws of this State.

**ARTICLE IV. MEMBERS**

The corporation will have members. The qualifications of membership and rights and obligations of the members are set forth in the bylaws.

**ARTICLE V. INCORPORATORS**

The names and residence addresses of the incorporators of these articles are:

- Leo Kiley, 26065 Fanwood Court, Bonita Springs, Florida 34134;
- Vito Soranno, 3972 Woodlake Drive, Bonita Springs, Florida 34134;
- Michael Lyons, 3070 Greenflower Court, Bonita Springs, Florida 34134.

**ARTICLE VI. DIRECTORS**

The business affairs of this corporation shall be managed by the Board of Directors. The Directors shall be elected as provided in the bylaws of the corporation.

**ARTICLE VII. PRINCIPAL OFFICE**

The principal office of the corporation shall be 3972 Woodlake Drive, Bonita Springs, Florida 34134, and this shall also be the mailing address of the corporation.

**ARTICLE VIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each person who, at any time, is or has been a director, officer or employee of the Corporation, and is made a party to any pending action, suit or proceeding, or any appeal in connection therewith, whether civil, criminal, administrative or investigative, by reason of the fact that he is, or was, a director, officer or employee of the Corporation, or served at the request of the Corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless against expenses (including, but not limited to, attorneys' fees), judgments, costs, fines and amounts paid in settlement, actually reasonably incurred by him or her in connection with any such suit, action, proceeding or appeal therefrom to the full extent permitted by law. The foregoing right of indemnification shall be not deemed exclusive of any rights of indemnification to which any director, officer or employee may be entitled under law or under bylaws, agreements, vote of directors or members, or otherwise. The foregoing indemnity shall survive the death of any person covered thereby and shall be enforceable by his or her successors, assigns, heirs and legal representatives.

**ARTICLE IX. POWERS**

This corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes as the same now exist or as they may be hereafter amended, provided, however, that this corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c) (7) of the Internal Revenue Code or the corresponding section of any subsequent United States Revenue Laws.

**ARTICLE X. NON-PROFIT STATUS**

No part of the earnings of the corporation shall inure to the benefit of any individual or member. The corporation shall not take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind carried on for profit.

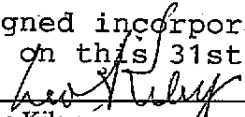
**ARTICLE XI. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

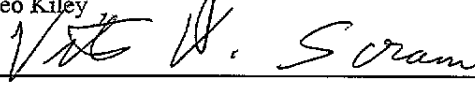
Upon dissolution of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed in any manner permitted by law which is not inconsistent with the corporation's tax exempt status under Section 501(c) (7), and none of the assets will be distributed to a member, officer or trustee of this corporation.

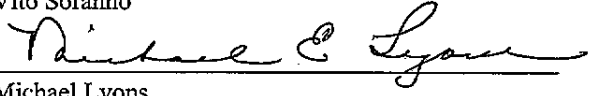
**ARTICLE XII. REGISTERED AGENT**

The initial registered office shall be at 3972 Woodlake Drive, Bonita Springs, Florida 34134, and the initial Registered Agent at that address shall be Vito Soranno.

In witness whereof, the undersigned incorporators have executed these articles of incorporation on this 31st day of January, 2000

  
\_\_\_\_\_  
Leo Kiley

  
\_\_\_\_\_  
Vito Soranno

  
\_\_\_\_\_  
Michael Lyons

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 617.0501, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

That Bailliage de Bonita, Inc., desiring to organize or qualify under the laws of the State  
of Florida, with its principal place of business located at 3972 Woodlake Drive, Bonita Springs,  
Florida 34134, has named Vito Soranno, located at 3972 Woodlake Drive, Bonita Springs,  
Florida 34134, as its agent to accept service of process within Florida.

Dated 1/26/00

Vito V. Soranno  
Vito Soranno

**FILED**  
00 JAN 31 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA