

P120000074506

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

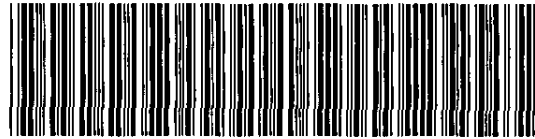
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400238196714

08/31/12--01001--012 **70.00

RECEIVED

12 AUG 30 PM 2:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

12 AUG 30 AM 8:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRP
8/31/12

EFFECTIVE DATE 8/27/12

**CORPORATE
ACCESS,
INC.**

When you need ACCESS to the world

236 East 6th Avenue . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP:

8/30/12 Michelle

☐ **CERTIFIED COPY**

☒ **PHOTOCOPY**

☐ **CUS**

☒ **FILING**

Articles

FILED
12 AUG 30 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. NATURE'S SPROUTS PRODUCTS, INC
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

AUGUST 27, 2012

FILED
12 AUG 30 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NATURE'S SPROUTS PRODUCTS, INC

EFFECTIVE DATE 8/27/12

The undersigned, desiring to form a corporation under and by virtue of the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, states as follows:

ARTICLE I

Name of the Corporation

The name of the corporation shall be **NATURE'S SPROUTS PRODUCTS, INC**

ARTICLE II

Purpose of the Corporation

The objects and purposes of the corporation and the general nature of the business or businesses to be transferred shall be:

1. To engage in any lawful businesses permitted or allowed under the Florida General Corporation Act.
2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
3. To borrow money for any person, firm or corporation; to issue bonds, debentures or obligations of this corporation from time to time for any of the objects or purposed of the corporation; and to secure same by mortgage, pledge or by any other lawful means.
4. To have offices, conduct its business and promote its objects within or without the State of Florida, in other state, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.
5. To do any and all things necessary, suitable and proper for the accomplishment of any of its objects or for the exercise of any of the powers set forth above, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, whether in the State of Florida, or throughout the United States, or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.
6. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III
Terms of Existence

The corporation shall have perpetual existence

ARTICLE IV
Initial Registered Officer and Agent

The street address of the corporation's principal and its mailing address is 5401 S Kirkman Rd, Orlando, FL 32819. The name of the initial registered agent of this corporation is: M. STEWART AND COMPANY, at 115 Timberlachen Circle, Ste 1013, Lake Mary, FL 32746.

ARTICLE V
Amount and Value of Stock

The capital stock of the corporation shall consist of 10,000 shares of the common stock with a par value of \$1.00 per share.

ARTICLE VI
Directors of the Corporation

The business of the corporation shall be conducted by a board of at least one (1) director. The names and post office address of the initial directors of the corporation Alfredo Koechlin, 5401 S Kirkman Rd, Orlando, FL 32819.

The director named above shall hold office for the first year of the existence of the corporation or until his or her successors are elected and have qualified.

ARTICLE VII
Initial Capital

The amount of capital with which the corporation shall begin business is \$1,000.00

ARTICLE VIII
Officers of the Corporation

The officers of the corporation shall be a President, a Secretary and a Treasurer. The number of Vice Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors or until their successors are elected and have qualified the following shall be the officers of the corporation:

President:	Alfredo Koechlin
Secretary:	Alfredo Koechlin
Treasurer:	Alfredo Koechlin

ARTICLE IX
Indemnification of Officers and Directors

- (a) The corporation shall indemnify any director or officer of the corporation who is made a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the corporation or as a director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise:
1. Against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit or proceeding (other than one by or in the right of the corporation) if he acted in good faith, and, with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful; and
 2. Against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the corporation, if he acted in good faith.
- (b) The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea or nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
- (c) No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation.
- (d) Any indemnification under section (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in section (a). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or (2) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested directors so directs, by a majority of members of the corporation representing a majority of the total votes of the membership.
- (e) Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation from time to time as incurred, rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the corporation of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the corporation.
- (f) The indemnification provided by this resolution shall not be deemed exclusive of any other rights to which the corporation's directors, officers, employees or agents may be entitled under the corporation's By-Laws, agreement, vote of members or disinterested directors or otherwise, both as to actions in their official capacities and as to actions in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.
- (g) Notwithstanding the foregoing provisions, indemnification provided under this resolution shall not include indemnification for any action of a director, officer or employee of the corporation for which indemnification is deemed to be against public policy. In the event that indemnification provided under

this resolution is deemed to be against public policy, such an event shall not invalidate or affect any other right of indemnification herein provided.

- (h) The corporation shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, or employee of the corporation in any of his capacities as described in paragraph (a), whether or not the corporation would have the power to indemnify him or her under this Article.
- (i) Any person requesting indemnification shall first look to any insurance maintained by the corporation for indemnification against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement (as described above). The corporation shall be obligated to indemnify such person (if entitled to indemnification by the corporation) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines or amounts paid in settlement are paid pursuant to insurance maintained by such corporation, the corporation shall have no obligation to reimburse the insurance company.

ARTICLE X

Transactions in Which Directors or Officers are Interested

- (a) No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void, or voidable solely for such reason, or solely because the director or officer is present at or participated in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because said officer's or director's vote is counted for such purpose. No director or officer of that corporation shall incur liability by reason of the fact that said director or officer may be interested in any such contract or transaction.
- (b) Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XI

Name and Address of Incorporator

The name and address of the incorporator is Alfredo Koechlin, 5401 S Kirkman Rd, Orlando, FL 32819 .

ARTICLE XII

Preemptive Rights of Shareholders

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

ARTICLE XIII

Annual Meetings of the Corporation

1. The annual meeting of the shareholders shall be held on the first Monday of January of each year, or at such other time as may be fixed by the By Laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

2. The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board to be held annually following the annual shareholders' meeting.
3. The time, place and manner of calling meetings of the shareholders or directors shall be fixed by the By Laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents the Board may deem advisable and proper, and may take such action not inconsistent with the Articles of Incorporation, and the By Laws of the corporation and the laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.
4. The Board of Directors shall appoint a resident agent as required by the State of Florida.

ARTICLE XIV
Commencement

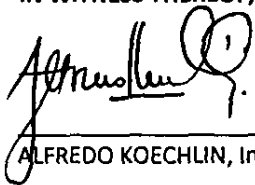
In accordance with *Section 607.0203, Florida Statutes*, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE XV
Miscellaneous

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

A special meeting of the incorporator and his or her assigns shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and adoption of the By Laws and the transaction of such other business as may be desired.

IN WITNESS THEREOF, I have hereunto set my hand and seal at Lake Mary, Florida, this 27 day of August 2012



ALFREDO KOEHLIN, Incorporator

FILED
12 AUG 30 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

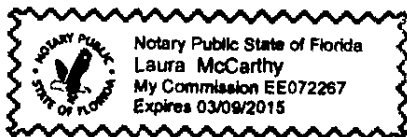
12 AUG 30 AM 8: 22

STATE OF FLORIDA
COUNTY OF SEMINOLE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared MARTA STEWART, known to me to be the person described in and who signed the foregoing Articles of Incorporation, personally known to me or who produced _____ as identification and who did (did not) take an oath, and who acknowledged before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and seal at Lake Mary, Florida, this 27th day of August 2012.



Laura McCarthy
Notary Public
Printed Notary Signature
My Commission Expires

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for NATURE'S SPROUTS PRODUCTS, INC, as designated in these Articles of Incorporation. I hereby accept and agree to act in this capacity and to comply with the provisions of said Act relative to keeping said office open.

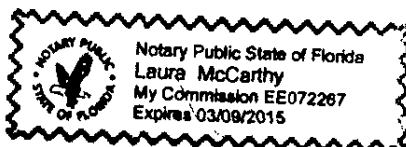
DATED: 8-27-12

Marta Stewart
MARTA STEWART

STATE OF FLORIDA
COUNTY OF SEMINOLE

I, HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgement, personally appeared Marta Stewart, to me personally known or who produced _____ as identification and who executed the foregoing instrument and who did (did not) take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state aforesaid this 27th day of August 2012



Laura McCarthy
Notary Public
My Commission Expires