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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
1/10/05

LAW OFFICE OF
JOHN T. BROWN, P.A.

JOHN T. BROWN •
* also admitted in the District of Columbia

126 N.E. Eglin Parkway
Ft. Walton Beach, Florida 32548
(904) 664-2705
Fax(904) 664-7933

January 5, 2005

Department of State
Division of Corporations
Post Office Box 6327
409 E. Gaines Street
Tallahassee, Florida 32301

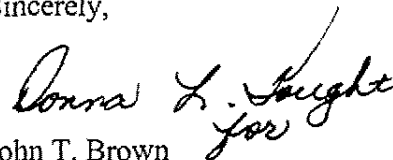
Re: Articles of Incorporation for
Baton Rouge Co-Op, Inc.

Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$70.00 representing the filing fee.

Please return the copies of the filed Articles of Incorporation to the address noted above. Thank you for your assistance and should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,


John T. Brown
Enclosures
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ARTICLES OF INCORPORATION
OF
BATON ROUGE CO-OP, INC.

BY THESE ARTICLES OF INCORPORATION the incorporators form a not-for-profit corporation under the Florida law.

ARTICLE I

CORPORATE NAME

The name of this corporation is BATON ROUGE CO-OP, INC.

ARTICLE II

PURPOSES

The purposes of BATON ROUGE CO-OP, INC. is to provide the services of an advertising Cooperative for Arby's franchisees in the Baton Rouge, Louisiana area, including, but not limited to the placement of Arby's advertizing and facilitating the exchange of operational information between Arby's franchisees.

This corporation shall exist perpetually.

ARTICLE III

MEMBERS

- (A) The members of this corporation shall be those who evidence an interest in furthering the purposes of the corporation, as those purposes are set forth in the Articles of Incorporation of the Corporation, and who are elected to the Corporation.
- (B) An individual becomes a member of this corporation after nomination by a current member of the Board of Directors of the Corporation and who has thereafter received the approval of a majority vote of the Board of Directors present at a meeting of the Board of Directors.
- © The method for selection of Directors of the Corporation and renewal of the terms of service is contained in the By-Laws of the Corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

STOCK

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. On the dissolution of this corporation the Board of Directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes, and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Code of 1954 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county where the principal office of this corporation is then located, exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.

ARTICLE V

INITIAL DIRECTORS

The name of the initial Board of Directors of this Corporation and their street addresses are:

Jimmie Beavers

50 Beal Parkway, Unit 9
Fort Walton Beach, Florida 32548

Kenneth Beavers 50 Beal Parkway, Unit 9
Fort Walton Beach, Florida 32548

Greg Thompson 50 Beal Parkway, Unit 9
Fort Walton Beach, Florida 32548

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified.

ARTICLE VI

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Jimmie Beavers 50 Beal Parkway, Unit 9
Fort Walton Beach, Florida 32548

ARTICLE VII

OFFICERS

The affairs of this corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers shall serve until the next annual meeting of the Board of Directors, unless removed earlier in accordance with the by-laws.

The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

President :	Jimmie Beavers
Treasurer :	Greg Thompson
Secretary :	Greg Thompson

ARTICLE VIII

REGISTERED AGENT AND INITIAL PRINCIPAL OFFICE

The Registered Agent is:
Jimmie Beavers

50 Beal Parkway, Unit 9
Fort Walton Beach, Florida 32548.

This is also the street address of the Corporation's initial

principal and registered office and mailing address of the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber does hereby execute these Articles of Incorporation on the 10th day of December, 2004.

Jimmie Beavers
Jimmie Beavers,
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this 10th day of December, 2004, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Jimmie Beavers, who is personally known to me or who have produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid.

X To me personally known

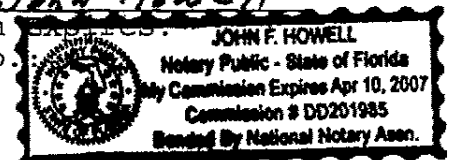
Identified by Driver's License Number _____
issued by the State of _____.

John F. Howell
Notary Public

Typed Name: John F. Howell

My Commission Expires _____

Commission No. _____



I, Jimmie Beavers, am hereby familiar with and accept the duties and responsibilities as Registered Agent for Baton Rouge Co-Op, Inc.

Jimmie Beavers
Jimmie Beavers
Registered Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA