

TRANSMITTAL LETTER

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-07/10/00--01133--022
*****78.75 *****78.75

SUBJECT: DDFA of South Florida, Inc.
(PROPOSED CORPORATE NAME--MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Manoocher F. Moghaddam
Name (Printed or typed)

1405 S. Powerline Road
Address

Pompano Beach, Florida 33069
City, State & Zip

(954) 974-7494
Daytime Telephone number

FILED
00 JUL 10 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

CEA
7-12-00
4

ARTICLES OF INCORPORATION
OF
DDFA OF SOUTH FLORIDA, INC.

FILED
00 JUL 10 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the nonprofit corporation shall be DDFA OF SOUTH FLORIDA, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be Dunkin' Donuts, 1405 S. Powerline Road, Pompano Beach, Florida 33069.

ARTICLE III

The corporation is a non-profit corporation and is organized as an association of persons having the common business interest of being franchisees of Dunkin' Donuts, Inc.; for the sole purpose of promoting the common business interests of the membership; and to engage in any lawful business activity directly related in furtherance of the above, to the extent that such activities are in accordance with the Florida Non-Profit Corporation Code and IRS Code Section 501(c)(6).

ARTICLE IV

The Board of Directors shall be chosen by a simple majority vote of the franchisee members. The initial temporary board of directors shall consist of six (6) members, the name and address of each is as follows:

- 1) Manoochehr F. Moghaddam, 1405 S. Powerline Road, Pompano Beach, FL 33069.
- 2) Mariano Santos, 18714 N.W. 67th Ave., Miami, FL 33015.
- 3) Octavio Senra, 6190 Miramar Pkwy., Miramar, FL 33023.
- 4) Helena Sucheki, 825 W. Hallandale Beach Blvd., Hallandale, FL 33009.
- 5) Al Bashir, 12054 SW 117 Terrace, Miami, FL 33186.
- 6) Masoud Manzer, 15841 S.W. 56 Street Davie, Ft. Lauderdale, FL 33331.

The six (6) initial temporary directors appointed from among the franchisees shall serve ninety (90) day terms from the date of incorporation. At the expiration of the initial temporary ninety (90) day term, a general election of the membership shall be held to appoint permanent directors, who will each serve one (1) year terms.

The Directors shall have absolute power to operate the association and fulfill its purpose within the scope described above.

The Directors shall be entitled to reimbursement of actual reasonable expenses incurred during

the performance of their duties.

ARTICLE V

The street address and county of the corporation's initial registered office is 100 S.E. Second St., Suite 2700, Miami, Florida 33131; and the initial registered agent at that office is Robert Zarco, Esq.

ARTICLE VI

The name and address of the incorporator is Manoochehr F. Moghaddam, 1405 S. Powerline Road, Pompano Beach, Florida 33069.

ARTICLE VII

The initial officers of the corporation are as follows:

President	Manoochehr F. Moghaddam
Vice-President	Mariano Santos
Secretary	Helena Sucheki
Treasurer	Octavio Senra

The officers shall have full power afforded them by the Board of Directors in accordance with the Florida Non-Profit Corporation Code.

ARTICLE VIII

The corporation is organized pursuant to the provisions of the Florida Non-Profit Corporation Code within the meaning of the Internal Revenue Code Section 501(c)(6).

ARTICLE IX

The corporation shall have perpetual duration.

ARTICLE X

Membership in the Organization is open to all Dunkin' Donuts' franchisees of Dunkin' Donuts, Inc., who own and operate Dunkin' Donuts' franchises in Florida and choose to become members, except for the operators of those shop locations that are owned by, or affiliated with, Dunkin' Donuts, Inc. Any member of DDFA of South Florida, Inc. who, for what ever reason, loses his/her standing as a franchisee but wishes to continue his/her membership, may do so upon application and approval of the Board of Directors.

Members may terminate their membership upon thirty (30) days written notice to the Board of Directors.

Individual membership may be terminated by the Board of Directors for violations as more fully set forth in the By-Laws of the corporation.

Members shall have the right to elect the directors of the corporation. Each member shall be entitled to one (1) vote per operating shop in the election of directors of the corporation.

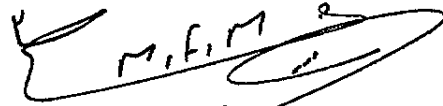
ARTICLE XI

The annual meeting of the corporation shall be held at such time as designated by the Board of Directors.

ARTICLE XII

The assets of the corporation are solely dedicated to the advancement of the activities enumerated above and any distribution of such assets must be in a manner prescribed by the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of July, 2000.



MANOOOCHEHR F. MOGHADDAM

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.



ROBERT ZARCO

DATE

July 7, 2000

FILED
00 JUL 10 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA