

# No200000/556

Milligan & Associates, P.A.

Mailing Address:  
P.O. Box 3254  
West Palm Beach, Florida 33402-3254

Telephone: 561.804.9866  
Facsimile: 561.625.9230

25 February 2002

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300005023283--1  
-02/27/02--01031--003  
\*\*\*\*105.00 \*\*\*\*\*70.00

ATTN: AMENDMENTS

Re: Articles of Dissolution – Sugar Shack Bistro, Inc. (For Profit)  
Articles of Incorporation Sugar Shack Bistro, Inc. (Not for Profit)

Ladies and Gentlemen:

The above referenced corporation is requesting action by the State of Florida to correct the filing of “for profit” Articles of Incorporation when “not for profit” Articles of Incorporation were to be filed.

You will find enclosed find the Articles of Dissolution of the for profit corporation. The Articles of Dissolution should be filed first in time. Also, please find the not for profit Articles of Incorporation, which should be subsequently filed. An Affidavit is enclosed regarding the use of the name, Sugar Shack Bistro, Inc.

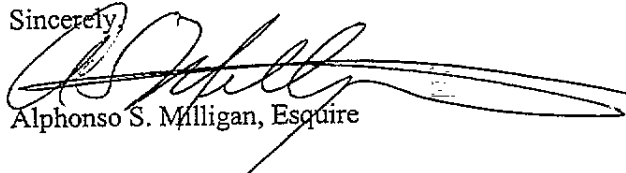
Fees in the amount of \$105.00 are enclosed with this writing:

\$35.00 – Articles of Dissolution of the for profit entity  
\$70.00 – Articles of Incorporation for the not for profit entity

Please forward the acknowledgements to:

Alphonso S. Milligan, Esquire  
Milligan & Associates, P.A.  
P.O. Box 3254  
West Palm Beach, Florida 33402-3254

Sincerely,

  
Alphonso S. Milligan, Esquire

enclosure

Suite 201, 4600 East Park Drive, Palm Beach Gardens, Florida 33410

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**AFFIDAVIT**

State of Florida                     )  
  ) ss.  
County of Palm Beach            )

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TALLAHASSEE, FLORIDA  
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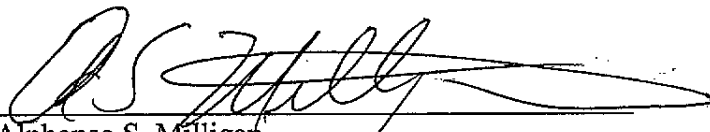
BEFORE ME, the undersigned authority, personally appeared Alphonso S. Milligan, who is personally known to me ~~or who has produced a(n)~~ \_\_\_\_\_ as identification and who, first being duly sworn on oath, states as follows, that:

1. He was duly elected as the Chairman of the Board of Directors of the "For Profit" Corporation known as Sugar Shack Bistro, Inc., whose Articles of Incorporation were filed by the State of Florida on 5 September 2001 and assigned document number P01000088641.
2. The "For Profit" Articles of Incorporation were erroneously submitted to the State of Florida for filing by the corporation.
3. Articles of Dissolution are being submitted for the "For Profit" corporation known as, Sugar Shack Bistro, Inc., which should be filed prior to the filing of the "Not for Profit" Articles of Incorporation of Sugar Shack Bistro, Inc.
4. The Articles of Dissolution filed by Sugar Shack Bistro, Inc. as a "For Profit" corporation shall not be revoked within 120 days of the filing of the Articles of Dissolution.
5. The Board of Directors of the dissolving "For Profit" corporation known as Sugar Shack Bistro, Inc. have unanimously authorized the "Not for Profit" corporation to be known as Sugar Shack Bistro, Inc. the exclusive use of the name Sugar Shack Bistro, Inc.


6. The "For Profit" corporation known as Sugar Shack Bistro, Inc. does not own any real or personal property, is not obligated under any debt instrument nor has it made any investments of any kind.

7. The Affiant is the incorporator of the "Not for Profit" corporation, Sugar Shack Bistro, Inc. whose Articles of Incorporation are enclosed with this Affidavit and being submitted for filing by the State of Florida.

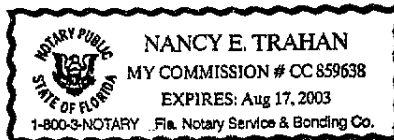
FURTHER AFFIANT SAYETH NAUGHT.

  
Alphonso S. Milligan

SWORN TO AND SUBSCRIBED in the County and State last aforesaid on this 25 day of February 2002.

  
Notary Public, State of Florida at Large

My commission expires:



FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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## ARTICLES OF INCORPORATION

OF

### Sugar Shack Bistro, Inc.

THE UNDERSIGNED, as the incorporator and on behalf of a not-for-profit, non-stock Corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

#### **ARTICLE I – NAME AND ADDRESS**

Section 1.1. The name mailing and street address of this Corporation is Sugar Shack Bistro, Inc., (the “Corporation”) P.O. Box 3254, West Palm Beach, Florida 33402-3254.

#### **ARTICLE II – PURPOSE**

Section 2.1. The purpose for which this Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by the contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 2.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes or organizations set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they hereinafter amended from time to time.

#### **ARTICLE III – DURATION**

Section 3.1. The duration of this Corporation shall be perpetual.

#### **ARTICLE IV – NON-STOCK CORPORATION**

Section 4.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act.

## **ARTICLE V – REGISTERED OFFICE AND AGENT**

Section 5.1 – The address of the registered office is Suite 201, 4600 East Park Drive, Palm Beach Gardens, Florida 33410, and the name of the Registered Agent at that address is Alphonso S. Milligan, Esquire.

## **ARTICLE VI – DIRECTORS**

Section 6.1 – The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the “Board”), subject to the restrictions that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of any two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities;

6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws;

6.1.3. Organization of a subsidiary or affiliate by the Corporation;

6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2. The Initial Board of Directors shall consist of the following members elected in accordance with this Section 6.2 and the Bylaws:

Angel D. Milligan  
P.O. Box 211796  
Royal Palm Beach, Florida 33421-1796

Alphonso S. Milligan  
P.O. Box 3254  
West Palm Beach, Florida 33402-3254

Emilia Fanjul  
105 Jungle Road  
Palm Beach, Florida 33480

Lillian Fanjul de Azqueta  
626 North Dixie Highway  
West Palm Beach, Florida 33401

Mark S. Coppock  
626 North Dixie Highway  
West Palm Beach, Florida 33401

## **ARTICLE VII – PROHIBITED ACTIVITIES**

Section 7.1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by directors and to make payments and distributions in furtherance of the purposes set for in Article II hereof.

Section 7.2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 7.3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 7.4. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7.5. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7.6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7.7. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7.8. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## **ARTICLE VIII – DISSOLUTION**

Section 8.1. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for

such purposes or to such organization or organizations, as said Court shall determined, which are organized and operated exclusively for such purposes.

#### **ARTICLE IX – MEMBERS**

Section 9.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

#### **ARTICLE X – AMENDMENT**

Section 10.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

#### **ARTICLE XI – BYLAWS**

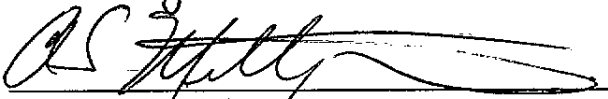
Section 11.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation, which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

#### **ARTICLE XII – INCORPORATOR**

Section 12.1. The name and address of the person signing these Articles is:


Alphonso S. Milligan  
P.O. Box 3254  
West Palm Beach, Florida 33402-3254

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of February 2002.

  
Alphonso S. Milligan, Incorporator

CERTIFICATE ACCEPTING APPOINTMENT FOR THE SERVICE OF PROCESS  
WITHIN THE STATE

Having been named as Registered Agent and to accept Service of Process for the above stated Corporation at the place designated in these Articles, 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.

  
Alphonso S. Milligan, Esquire, Registered Agent

State of Florida                    )  
  ) ss.  
County of Palm Beach         )

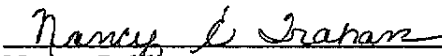
BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, appeared Alphonso S. Milligan, who

☒ is personally known to me or

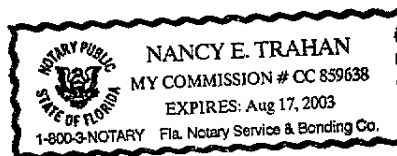
☐ produced a (n) \_\_\_\_\_ as identification,

who did/did not take an oath and who executed the foregoing Articles of Incorporation before me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 25 day of February, 2002.

  
Notary Public  
State of Florida at Large

My commission expires:



FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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