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2007 JAN 19 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch JAN 22 2007

**COVER LETTER**

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

**SUBJECT: Woodview Coffee House, Inc.**  
**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed are 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 of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM: James M. C. Davis**  
Name (Printed or typed)

**3006 N. Carolwood Point**  
Address

**Hernando, FL 34442**  
City, State & Zip

**352-726-9814**  
Daytime Telephone number

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

FILED

2007 JAN 19 PM 2: 33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
WOODVIEW COFFEE HOUSE, INC.**

*A "Not for Profit" Corporation*  
**In Compliance with Chapter 617, F.S., (Not for Profit)**

The undersigned under the laws of the State of Florida do hereby subscribe to and adopt the following as our Articles of Incorporation:

**I. NAME OF CORPORATION**

The name of this corporation is WOODVIEW COFFEE HOUSE, INC.

**II. PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation shall be:

Mr. James M. C. Davis  
3006 N. Carolwood Point  
Hernando, FL 34442-

**III. PURPOSE(S)**

The purpose of the corporation shall be to foster and encourage the tradition and practice of folk and other acoustic genres of musical and performing arts, instrumentations, and accompaniments; to provide for the preservation of live performance, musical and artistic creativity and collection. Further, the purpose shall include the demonstration of music and other performance media to continue its importance in cultural, historical and musical education and to conduct any lawful business.

No parts of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to whom, are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**IV. MANNER OF ELECTION OF DIRECTORS**

The three named Directors will create a nominating committee in which to elect officers to the Board of Directors. The nominating committee will recommend new officers and will vote at an annual regular meeting the election of those officers. All terms of officers will be for a one-year period and will be renewable if recommended by the nominating committee.

The Corporation shall have three (3) Directors. The number of Directors may be either increased or decreased from time to time by the Board of Directors in accordance with the By-Laws of the Corporation.

**V. INITIAL DIRECTOR AND OFFICERS**

The Corporation shall have three (3) Directors constituting the initial Board of the Directors, and the names and addresses of the persons who are to serve as the initial directors are:

James M. C. Davis, 3006 N. Carolwood Point, Hernando, FL 34442

Jeff Palmyra, 3165 N. Cannes Point, Hernando, FL 34442

Nadia J. Caron-Davis, 3006 N. Carolwood Point, Hernando, FL 34442

**VI. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent shall be:

James M. C. Davis  
3006 N. Carolwood Point  
Hernando, FL 34442

**VII. INCORPORATOR(S)**

The name and address of the Incorporator(s) to these Articles of Incorporation shall be:

Mr. James M. C. Davis  
WOODVIEW COFFEE HOUSE, INC.  
3006 N. Carolwood Point  
Hernando, FL 34442

**VIII. BY-LAWS**

The Corporation shall be governed by the By-Laws. The Board of Director(s) of the WOODVIEW COFFEE HOUSE, INC. shall have the power to make, alter, amend or repeal the By Laws of the Corporation, but with the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action.

**IX. EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**X. AMENDMENT**

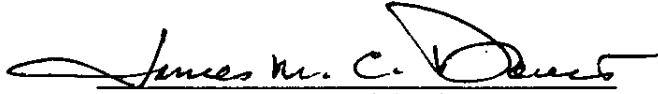
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or an amendment hereto are granted subject to this reservation.

X. DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Execution

These articles of Incorporation are hereby executed by the incorporator

  
James M. C. Davis

on this 14th day of November, 2006.

STATE OF FLORIDA

[COUNTY OF CITRUS]

Execution of the foregone Articles of Incorporation was acknowledged before me this

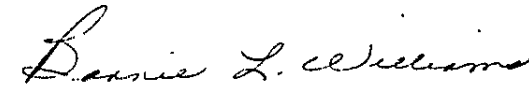
14 day of November, 2006, by James M. C. Davis who produced the following as identification:

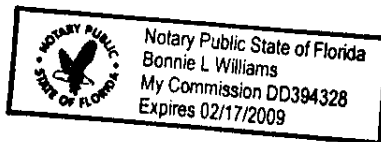
FL/DL D120 453 42 326 2

NOTARY PUBLIC, STATE OF FLORIDA

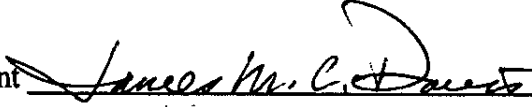
(Type, Print, or Stamp name)

My Commission Expires:

  
Bonnie L. Williams



*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Signature/Registered Agent  Date 1/18/06