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ACCOUNT NO. : 072100000032

REFERENCE : 575740 80437A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : February 3, 2000

ORDER TIME : 3:21 PM

ORDER NO. : 575740-005

100003123631--7

CUSTOMER NO: 80437A

CUSTOMER: Ms. Victoria L. Moore  
FITZGERALD & BROOKS  
FITZGERALD & BROOKS

6839 Caroline Street  
Milton, FL 32570

DOMESTIC FILING

NAME: KELLEY'S DELI AND COUNTRY  
STORE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB -3 PM 5:00

RECEIVED  
00 FEB -3 PM 4:45  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**

00 FEB -3 PM 5: 00

**OF**

**KELLEY'S DELI AND COUNTRY STORE, INC.**

**STATE OF FLORIDA  
COUNTY OF SANTA ROSA**

The undersigned subscribers to these Articles of Incorporation, being natural persons of full age, for the purpose of forming a corporation pursuant to and in conformity with the laws of the State of Florida, do hereby make, sign, acknowledge, certify and set forth these Articles of Incorporation as follows: to wit:

**ARTICLE I**

The name of the corporation is **KELLEY'S DELI AND COUNTRY STORE, INC.**

**ARTICLE II**

The general purpose for which this corporation is initially organized is for the selling of groceries, feed, alcoholic beverages and gasoline and to conduct any and all lawful business for which corporations may be incorporated pursuant to Chapter 607 of the Florida Statutes.

**ARTICLE III**

The aggregate number of shares of stock that this corporation is authorized to issue is One Thousand (1000) for the par value of One Dollar (\$1.00) per share.

**ARTICLE IV**

The mailing address is 9341 Chumuckla Hwy, Pace, Florida 32571 and the street address of this corporation's principal office and its place of business is 9341 Chumuckla Hwy, Pace, Florida 32571.

#### **ARTICLE V**

The registered agent for this corporation is Karin A. Garvin, whose address is 6839 Caroline Street, Milton, Florida 32570.

#### **ARTICLE VI**

The names and addresses of the incorporators hereof are as follows:

Margaret Ann Hambrick  
3909 Hazel Godwin Road  
Jay, Florida 32565  
President and Director

Regina D. Kelley  
2538 Howell Pitt Road  
Jay, Florida 32565  
Vice President, Secretary/Treasurer

#### **ARTICLE VII**

The initial Board of Directors shall consist of one (2) Director(s) whose name and address is as follows:

Margaret Ann Hambrick  
3930 Hazel Godwin Road  
Jay, FL 32565  
President and Director

Regina D. Kelley  
2538 Howell Pitt Road  
Jay, Florida 32565  
Vice President, Secretary/Treasurer

#### **ARTICLE VIII**

Before there can be a valid sale or transfer of any of the common shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to so sell or transfer such shares. Within 30 days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the price, terms and conditions stated in the notice; provided, however, the expiration of the 30 day period has expired, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver notice to each of the other common shareholders personally, or notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within 30 days after the mailing or delivering of the copies of the notice to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers expressed to be acceptable immediately to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

3. If all of the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase such shares in any number in excess of his

proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus indisposed of, as the total number of share which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

4. If within said 30 day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such share at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

#### **ARTICLE IX**

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares which may be issued at any time by the corporation.

#### **ARTICLE X**

It is the intent of this charter that the Directors may sell the capital stock of this corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code.

**IN WITNESS WHEREOF**, We, the undersigned incorporators have hereunto set our hands

and seals this the 31<sup>st</sup> day of January, 2000.

Margaret Ann Hambrick  
MARGARET ANN HAMBRICK


Regina D. Kelley  
REGINA D. KELLEY

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

BEFORE ME, the undersigned authority, personally appeared MARGARET ANN HAMBRICK and REGINA D. KELLEY who produced H516-568-47-6290 and K400-724-70-716-0 as identification, known to me to be the persons described as subscribers and incorporators herein and who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they subscribed the same for the uses and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, this 31<sup>st</sup> day of January, 2000.

Victoria L. Moore  
NOTARY PUBLIC

 Victoria L. Moore  
My Commission CC784843  
Expires October 21, 2002

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB -3 PM 5:00

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

**FIRST:** That **KELLEY'S DELI AND COUNTRY STORE, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Milton, County of Santa Rosa, State of Florida, has named Karin A. Garvin, located at 6839 Caroline Street, City of Milton, County of Santa Rosa, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I do hereby agree to comply with the provision of said Act in this capacity, and I further agree to comply with the provision of the said Act relative to keeping open said office.

  
**KARIN A. GARVIN**  
Registered Agent