

P00000032497

Requestor's Name

The Tropical Taste

9845 Sw 184 st

Miami FL 33189

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #) 800003152258-6  
-03/01/00-01013-003  
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4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ Certified Copy

☐ Mail out

☐ Will wait

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☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
00 MAR 30 PM 5:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-6156  
3/8

Examiner's Initials

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 8, 2000

THE TROPICAL TASTE  
9845 SW 184 ST.  
MIAMI, FL 33189

SUBJECT: THE TROPICAL TASTE, INC.  
Ref. Number: W00000006156

We have received your document for THE TROPICAL TASTE, INC. and your check(s) totaling \$87.15. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 500A00012840

**FILED**  
00 MAR 30 PM 5:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
*of*  
**THE TROPICAL TASTE, INC.**

The undersigned persons, acting as incorporators of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is THE TROPICAL TASTE, INC.

**ARTICLE II**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

**ARTICLE III**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Judith Clarke  
The Tropical Taste, Inc.  
9845 SW 184 Street  
Miami-Dade County  
Miami, Florida 33189

**ARTICLE IV  
PURPOSE**

The purpose of the corporation is to engage in catering services and bakery business.

**ARTICLE V  
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Evadne Gooden  
9845 SW 184 Street  
Miami, FL 33189

Judith Gooden-Clarke  
9845 SW 184 Street  
Miami, FL 33189

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from item to time at each annual meeting at which directors are to be elected.

**ARTICLE VI  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VII  
OTHER PROVISIONS**

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TALLAHASSEE, FLORIDA

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

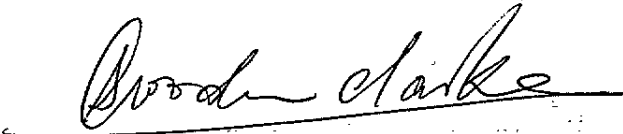
Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise its option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which an interest in real estate shall be executed by the President or any Vice-President and Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the proceeding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

**Certification**

I certify I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge. I hereby is familiar with and accept the duties and responsibilities as Registered Agent.



Evadne Gooden

Evadne Gooden, Incorporator  
9861 SW 184 Street  
Miami, Florida 33189

Judith Gooden Clarke

Judith Gooden Clarke, Incorporator  
9861 SW 184 Street  
Miami, Florida 33189

Angelina Barrett, Incorporator &

9861 SW 184 Street & om/ll-  
Miami, Florida 33189 &

State of Florida, County of Miami-Dade,:

Subscribed and sworn to (or affirmed) before me this 31<sup>ST</sup> day of JANUARY, 2000.



Copeland M Gordon

My Commission CC873415

Expires September 22, 2003

Copeland M Gordon  
Notary Public