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EFFROGIC DATE  
6-1-00

June 1, 2000

FILED  
00 JUN -5 PM 1:20  
TALLAHASSEE, FLORIDA

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

700003277207--4  
-06/06/00-01008-010  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: The Chefs' Shop, Inc.

To Whom It May Concern:

Enclosed find an original and two copies of the Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return a copy to this firm.

We are enclosing our check in the amount of \$122.50 which includes the \$35.00 Filing fee, 35.00 Registered Agent Fee and \$52.50 Certified Copy charge.

Very truly yours,

*Jacalyn N. Kolk*

Jacalyn N. Kolk

JNK/jgj

Enclosures

F. 01-235571

JUN 1 3 2000

**ARTICLES OF INCORPORATION**

**OF**

**EFFECTIVE DATE**

6-1-00

**THE CHEFS' SHOP, INC.**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**THE CHEFS' SHOP, INC.**

**ARTICLE II**

**Existence of Corporation**

This corporation shall begin existence on June 1, 2000 and have perpetual existence.

**ARTICLE III**

**Purposes**

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the law of the State of Florida.

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00 JUN -5 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE IV

### General Powers

The corporation shall have the power:

(a) To have a corporate seal, which may be altered at will, and to use it or a facsimile of it, or by impressing or affixing it or in any other manner reproducing it;

(b) To purchase, receive, or lease, or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange or otherwise dispose of all or any part of its property;

(d) To lend money to, and use its credit to, assist its officers and employees in accordance with the Florida Statutes;

(e) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;

(f) To make contracts, guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock

of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contacting corporation;

(g) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(h) To conduct its business, locate offices, and exercise the powers granted by this act within or without the state;

(i) To elect directors and appoint officers, employees and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(j) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(l) To transact any lawful business that will aid governmental policy;

(m) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(n) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

(o) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

## ARTICLE V

### Capital Stock

(a) The total number of shares of Capital Stock authorized to be issued by the corporation shall be 1,000 shares. Par value of each share will be \$60 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting to the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

## **ARTICLE VI**

### **Preemptive Rights and Shareholders Rights of First Refusal**

The Stockholders of the Corporation shall have the preemptive rights to subscribe for and purchase their proportionate share of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholder of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

Shareholders shall have the right of first refusal if any other shareholder wishes to sell. The price of the shares shall be the fair market value as agreed among the parties. If there is no agreement, then a business appraiser shall be retained to value the stock.

## **ARTICLE VII**

### **Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 2112 Frankford Avenue, Panama City, Florida 32405, and the name of the corporation's initial registered agent at such address is Earl H. Geil. The mailing address of the corporation's principal office is 2112 Frankford Avenue, Panama City, Florida 32405. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

## ARTICLE VIII

### Directors

This corporation shall have two (2) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one

(1). The name and address of the initial director of the corporation is:

<u>Name</u>	<u>Address</u>
Rick Dale Weber	2112 Frankford Avenue Panama City, FL 32405
Earl H. Geil	2112 Frankford Avenue Panama City, FL 32405

## ARTICLE IX

### Incorporator

The name and address of the initial incorporator is:

Rick Dale Weber  
2112 Frankford Avenue  
Panama City, FL 32405


## ARTICLE X

### Amendment to Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles for

the uses and purposes herein stated.


  
RICK DALE WEBER  
Incorporator  
2112 Frankford Avenue  
Panama City, FL 32405

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, the undersigned authority, this day personally appeared **RICK DALE WEBER** to me personally known or who has produced Florida License  
W160-724-54-429-0 as identification and known to be the person described in and who signed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal this 1st day of June, 2000.

SEAL

  
NOTARY PUBLIC  
Printed:



Joyce G. Juchniewicz  
MY COMMISSION # CC708317 EXPIRES  
March 14, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

**Acceptance of Registered Agent**

Having been named to accept service of process for THE CHEFS' SHOP, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

FILED  
00 JUN -5 PM 1:20  
TALLAHASSEE, FLORIDA



*Earl H. Geil*

EARL H. GEIL  
REGISTERED AGENT  
2112 Frankford Avenue  
Panama City, Florida 32405

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, the undersigned authority, personally appeared EARL H. GEIL to me personally known or who has produced \_\_\_\_\_ as identification and known to be the person described in and who signed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal this 1st day of June, 2000.

SEAL

*Joyce G. Juchniewicz*  
Printed Name:  
NOTARY PUBLIC  
Serial No., if any:



Joyce G. Juchniewicz  
MY COMMISSION # CC708317 EXPIRES  
March 14, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

C:\CORPORATIONS\CHEFSHOP.INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA