

TRANSMITTAL LETTER

P00000109753

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

SUBJECT: PALM BEACH BAGEL CO.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 NOV 27 PM 1:19

FILED

Enclosed is 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: Susan Pesel  
Name (Printed or typed)

500 S. Ocean Blvd. #307  
Address

Boca Raton, FL 33432  
City, State & Zip

561-416-7471 / 561 620-7155  
Daytime Telephone number

400003476714--1  
-11/28/00--01015--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

F. CHESSET

NOV 28 2000

# ARTICLES OF INCORPORATION OF

## PALM BEACH BAGEL CO.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

### ARTICLE 1--NAME

The name of Corporation is Palm Beach Bagel Co. (hereinafter, "Corporation").

### ARTICLE 2--PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

### ARTICLE 3--PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1159 N. Federal Hwy., Boca Raton, FL 33432 and the mailing address is 500 S. Ocean Blvd. #307, Boca Raton, FL 33432

### ARTICLE 4--INCORPORATOR

The name and street address of the incorporator of this Corporation is:  
Susan Pesel  
500 S. Ocean Blvd. #307  
Boca Raton, FL 33432

### ARTICLE 5--OFFICERS/DIRECTORS

The directors/officers of the Corporation shall be:

President:	Jill Goodman
Vice-President:	Howard Goodman
Secretary:	John Visone
Treasurer:	Susan Pesel

whose addresses shall be the same as the principal office of the Corporation.

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## **ARTICLE 6--CORPORATE CAPITALIZATION**

- 6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock.
- 6.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 6.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 6.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 6.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 6.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 7--SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such

election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

#### **ARTICLE 8--SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 9--POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10--TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11--REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 12--REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is located at 500 S. Ocean Blvd. #307, Boca Raton, FL 33432. The name of the registered agent of this Corporation is Susan Pesel, 500 S. Ocean Blvd. #307, Boca Raton, FL 33432.

#### **ARTICLE 13--BYLAWS**

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but 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 shall be necessary to take any action for the making, alteration, amendment, or repeal of the Bylaws.

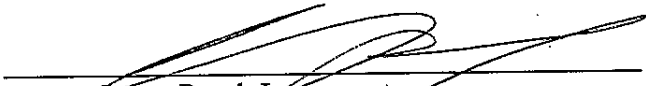
#### **ARTICLE 14--EFFECTIVE DATE**

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

#### **ARTICLE 15--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 any amendment hereto are granted subject to this reservation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24 day of November, 2000.

  
Susan Pesel, Incorporator

#### **ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION**

John Visone, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

  
Susan Pesel

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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