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FILED

00 DEC 12 AM 9:18

MICHAEL A. HOPWOOD  
1416 SACRAMENTO AVE.  
PALM BAY, FL 32909  
November 21, 2000

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

800003479738--3  
-11/29/00--01048-002  
\*\*\*70.00 \*\*\*70.00

Gentlemen:

Enclosed are the Articles of Incorporation for NEW DAY<sup>OF BREWERY,</sup> INC. together with a check in the amount of \$70.00 to cover the following filing fees:

Profit Corporation Filing Fee	\$35.00
Registered Agent Certificate	<u>35.00</u>
Total	<u>\$70.00</u>

Thank you for your prompt attention to this filing.

Very truly yours,

Michael A. Hopwood

Encl.

12/1/00  
10-28470



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 4, 2000

MICHAEL A HOPWOOD  
1416 SACRAMENTO AVE  
PALM BAY, FL 32909

SUBJECT: NEW DAY, INC.  
Ref. Number: W00000028470

We have received your document for NEW DAY, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 900A00061202

**ARTICLES OF INCORPORATION**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is **NEW DAY OF BREVARD, INC.** with a mailing address of 1416 Sacramento Ave., Palm Bay, FL 32909 and telephone number of 321/676-4210.

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of providing retail vending sales, and in any other legal and lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he or she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1416 Sacramento Ave., Palm Bay, FL 32909, 321/676-4210, and the name of the initial registered agent of this corporation at that address is **MICHAEL A. HOPWOOD**.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

**This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:**

**MICHAEL A. HOPWOOD  
1416 SACRAMENTO AVE.  
PALM BAY, FL 32909**

#### **ARTICLE IX - INCORPORATORS**

**The name and address of the person signing these articles is:**

**MICHAEL A. HOPWOOD  
1416 SACRAMENTO  
MELBOURNE, FL 32909**

#### **ARTICLE X - BYLAWS**

**The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.**

#### **ARTICLE XI - SHAREHOLDER QUORUM AND VOTING**

**Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall constitute an official act of the shareholders.**

#### **ARTICLE XII - INDEMNIFICATION**

**The corporation shall indemnify any officer or director, or any former officer or director, the full extent permitted by law.**

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**ARTICLE XIII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIV - RESTRICTIONS ON TRANSFER OF STOCK**

The death or notice of intention to sell his/her shares on the part of any shareholder shall give rise to successive options on the part of the corporation and thereafter the remaining shareholders, pro rata, to purchase all or any of the shares owned by such shareholder, the option price to be the appraised price. The corporation shall have the first option as to such purchase to the extent of the amount of capital surplus.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 22 day of November, 2000.

S/ Michael A. Hopwood

11-22-00

**MICHAEL A. HOPWOOD, Subscriber**

**REGISTERED AGENTS ACCEPTANCE STATEMENT**

I hereby affirm that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

Signed

Michael A. Hopwood

11-22-00

**MICHAEL A. HOPWOOD, Registered Agent**