

P010000026842

Requester's Name



Connie C. Bailey
24200 US Highway 331 S.
Santa Rosa Bch., FL 32459-5466

#

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 12 AM 10:38

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

1. _____
(Corporation Name) (Document #)
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4. _____
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- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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Examiner's Initials

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ARTICLES OF INCORPORATION
OF

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BAILEY'S MARKET ON THE BAY, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, natural persons to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is Bailey's Market On The Bay, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III. POWER

This corporation is authorized and empowered to do all things necessary to carry on and accomplish the purposes for which it is organized and chartered, including authority and power:

To enter into, make and perform contracts of every kind and description.

To borrow and raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue Promissory Notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon by Mortgage upon pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or such other obligations of the corporation for its corporation purposes.

To lend to any person, firm or corporation any of its funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock.

To have one or more Officers to carry on all or any of its operations and business, and without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every kind and description.

To do or perform any and all other acts permitted by the Laws of the State of Florida.

ARTICLE IV CAPITAL STOCK

Section 1: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock having a nominal par value of One Dollar (\$1.00) per share.

Section 2: All certificates of stock shall be signed by the President and the Secretary and shall be sealed with the corporate seal. Certificates of stock shall be sealed with the corporate seal. Certificates of stock shall be in the form adopted by the stockholders at their first meeting and as attached to the Minutes of the first meeting of the stockholders and identified as the form of the stock certificates for this corporation. All certificates shall be consecutively numbered. The names of persons owning the shares represented thereby with the number of such shares and the date of issuance, shall be entered on the corporate books.

Section 3: Transfer of stock shall be made only on the books of the corporation by the holder thereof, in person or by his attorney. The stock books of the corporation shall be closed against transfer for a period of ten (10) days after the payment date of a dividend and for a period of ten (10) days before each annual meeting of the stockholders.

Section 4: The corporation shall have a first lien on all the shares of its capital stock and upon all dividends declared upon the same for any indebtedness of the respective holders thereof to the corporation.

Section 5: In case of loss or destruction of a certificate of stock, no new certificate shall be issued in lieu thereof except upon satisfactory proof, to the Officers required to sign the same, of such loss or destruction; and upon giving satisfactory security, by bond or otherwise, against loss to the corporation any such new certificates shall be plainly marked "Duplicate" upon its face.

ARTICLE V: INITIAL CAPITAL

The amount of capital with which this corporation will begin is not less than Five Hundred Dollars (\$500.00).

ARTICLE VI: TERM OF EXISTENCE

This corporation is to begin existing on the date of filing of these Articles, and perpetually from that day forth.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one (1). The name and post office address of the member of the first board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Connie C. Bailey	P. O. Box 2089 Santa Rosa Beach, Florida 32459

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation has interest in or is a director or officer of such other corporation. Every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE VIII. SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation is:

<u>NAME:</u>	<u>ADDRESS</u>
Connie C. Bailey	P. O. Box 2089 Santa Rosa Beach, Florida 32459

ARTICLE IX. INITIAL ADDRESS

The initial address of this corporation in the State of Florida shall be:
24200 U. S. Highway 331 South
P. O. Box 2089
Santa Rosa Beach, Florida 32459

The stockholders may from time to time move the principal or registered office to any other address in Florida. The name of the initial registered agent at 24200 U. S. Highway 331 South, P. O. Box 2089, Santa Rosa Beach, Florida 32459 is
Connie C. Bailey.

ARTICLES X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the Laws of the State of Florida. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XI. OFFICERS

Officers of this corporation shall not be required to be stockholders.

ARTICLE XII. **UNISSUED STOCK AN RESTRICTION ON SALE OR DISPOSITION OF** **STOCK**

The corporation shall have the power in its by-laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders during their lifetime and in the event of death of any of its stockholders. The manner and form, as well as all relevant terms, conditions and details thereof shall be determined by the stockholders of the corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provisions or sufficient notice thereof shall be plainly written upon the certificates evidencing the ownership of said stock.

ARTICLE XIII **POWER TO FORM PARTNERSHIP OR OTHER COOOPERATIVE PLAN**

The corporation shall have the power to enter into, or become a partner in any arrangement for sharing profits, union or interest, cooperative joint ventures or otherwise, with any person, firm or corporation now carrying on or about to carry on any business which this corporation has direct or incidental authority to pursue.

ARTICLE XIV - OFFICERS - INDEMNIFICATION

The corporation shall indemnify any person who was or is a party to any suit or litigation whether civil, criminal or administrative by reason of the fact that he is or was a Director, Officer, employee or other agent of the corporation, against expenses, including attorney's fee, judgments, fines and amounts paid in settlement reasonably incurred by him in connection with such suit or legal action. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any suit or legal action on a preliminary determination that the Director, Officer, employee or other agent is or is about to become the subject of legal proceedings against him as described above. In addition to the indemnification provided herein, the corporation shall have power to make any other or further indemnification except an indemnification against gross or willful negligence under any Resolution or agreement duly adopted by a majority of stockholders. All expenses or other amounts paid by way of indemnification except by Court Order shall be duly reported to the stockholders by giving written notice thereof at the next ensuing meeting of the stockholders.

ARTICLE XV
STOCK TRANSFER - CORPORATION'S RIGHT OF FIRST REFUSAL

No stockholder shall have the right to sell, assign, pledge, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder, shall be sent by certified mail to the corporation at its principal place of business, and shall remain open for acceptance by the corporation for a period of fifteen (15) days from the date of mailing. Said stock shall, at the date of conveyance and election of purchase by the corporation be purchased at its then appraised fair market value; and the corporation shall pay cash ten per cent (10%) of the appraised market value to the stockholder, and the corporation shall issue a duly executed Promissory Note on the balance payable on demand to bear the lawful rate of the then current prime rate interest per annum; and the corporation shall retire the debt ten years from the date of transfer of the purchased stock.

On the death of any stockholder, the corporation shall, if not prohibited by law, buy, and the personal representative of the deceased stockholder will sell to the corporation all the shares owned by the stockholder at the time of his death and said stock shall, at the date of conveyance of purchase by the corporation be purchased at its then appraised fair market value, and upon the same terms and conditions as set forth above with respect to an inter vivo purchase of stock by the corporation.

Each share certificate issued by the corporation shall have printed or stamped or otherwise marked thereon the word "Restricted".

This Article and the rights of first refusal by the corporation as specified herein may be waived in writing by a majority of the stockholders.

Signed, sealed and delivered in the presence of:

Carla T. Tompkins

Connie C. Bailey



Carla T Tompkins

(Seal)

My Commission CC907743

Expires February 06, 2004

Witnessed by Connie C. Bailey

STATE OF FLORIDA
COUNTY OF WALTON

BEFORE ME, the undersigned authority, personally appeared Connie C. Bailey, to me known to be the person described herein as Subscriber and who executed the foregoing Articles of Incorporation and acknowledged that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal at Freeport, Florida, on this the 8th day of March, 2001.



Carla T Tompkins

My Commission CC907743

Expires February 06, 2004

Carla T. Tompkins
NOTARY PUBLIC

State of Florida at Large

My Commission Expires: Feb 6, 2004

STATE OF FLORIDA
DEPARTMENT OF STATE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

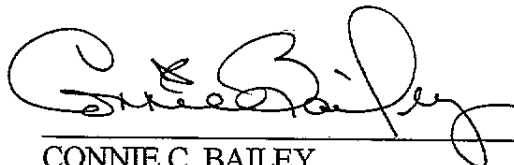
In pursuance of Chapter 48,091, Florida Statutes, the following is submitted,
in compliance with said Act:

FIRST: Bailey's Market On The Bay, Inc.

desiring to organize under the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation at 24200 U. S. Highway 331 South, Santa Rosa
Beach, Florida 32459 has named Connie C. Bailey, located at 24200 U. S. Highway 331
South, P. O. Box 2089, Santa Rosa Beach, Florida 32459, as its agent to accept service of
process within the state.

ACKNOWLEDGEMENT:

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



CONNIE C. BAILEY