

PD 1000054912

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

SUBJECT: TREASURE VILLAGE CAFÉ, INC.

01 JUN -4 PM 3:59  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$78.50 Filing Fee and Certificate of Status

From: Jeff De Decker  
86729 Old Highway  
Islamorada, FL 33036

305-852-1911

100004272731--2

-05/21/01--01036--001

\*\*\*\*\*78.50 \*\*\*\*\*78.50

~~6-4-01~~  
WCC



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 25, 2001

JEFF DE DECKER  
86729 OLD HWY.  
ISLAMORADA, FL 33036

SUBJECT: TREASURE VILLAGE CAFE, INC.  
Ref. Number: W01000012024

We have received your document for TREASURE VILLAGE CAFE, INC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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.")

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) 487-6995.

Wanda Cunningham  
Document Specialist  
New Filing Section

Letter Number: 501A00032336

**ARTICLES OF INCORPORATION  
of  
TREASURE VILLAGE CAFE, INC.**

FILED  
01 JUN -4 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of a corporation organized under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is Treasure Village Cafe, Inc.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and the mailing address of the corporation's initial principal office is:

86729 Old Highway  
Islamorada, FL 33036

**ARTICLE III  
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE IV  
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

**ARTICLE V  
INITIAL OFFICERS/DIRECTORS**

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

JEFF DeDecker - 86729 OLD HIGHWAY, ISLAMORADA, FL 33036  
Kellian Dykstra - 86729 OLD HIGHWAY, ISLAMORADA, FL 33036

*Kellian Dykstra*

Jeff De Decker, 86729 Old Highway, Islamorada, FL 33036 and Kelly Dykstra, 86729 Old Highway, Islamorada, FL 33036. After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VI 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:

Jeff De Decker, 86729 Old Highway, Islamorada, FL 33036

## **ARTICLE VII INCORPORATOR**

The name and street address of the incorporator is:

Jeff De Decker, 86729 Old Highway, Islamorada, FL 33036

## **ARTICLE VIII 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 for (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 IX OTHER PROVISIONS**

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.

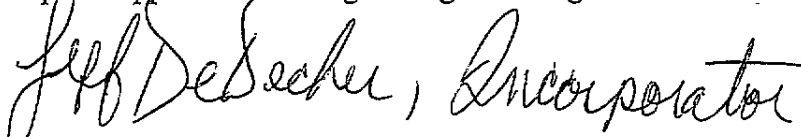
Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party 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 the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and 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.

Corporate Seal. The corporation shall have no corporate seal.

#### **Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge. Having been named as registered agent to accept service process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Handwritten signature of Jeff De Decker in cursive script.

Jeff De Decker, Incorporator  
86729 Old Highway  
Islamorada, FL 33036