

Division of Corporations

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## Florida Department of State

Division of Corporations

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## FLORIDA PROFIT CORPORATION OR P.A.

Florida Joe Foods, Inc.

Certificate of Status		0
Certified Copy		1
Page Count		08(a)
Estimated Charge		\$78.75

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**ARTICLES OF INCORPORATION  
OF  
FLORIDA JOE FOODS, INC.**

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

**ARTICLE I.**

The name of the Corporation shall be: FLORIDA JOE FOODS, INC.

**ARTICLE II.**

The Corporation shall have perpetual existence.

**ARTICLE III.**

The general nature of the businesses to be transacted by the Corporation shall be to engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE IV.**

The authorized capital stock of the Corporation shall be 10,000,000 shares of Common Stock of the par value of \$.01 and 10,000,000 shares of Preferred Stock of the par value of \$.01. A description of each class of shares and a statement of the voting rights, designations, preferences, qualifications, privileges, limitations, options, restrictions, conversion rights and other special or relative rights granted to or imposed upon the shares of each, and of the authority vested in the Board of Directors of the Corporation to establish series of Preferred Stock and to fix and determine the relative rights and preferences as between series of Preferred Stock, and the variations therein, are as follows:

Section 1. The holder of each share of Common Stock shall have one vote. The holders of Preferred Stock shall not have any voting rights.

Section 2. The Board of Directors is hereby expressly authorized, at any time or from time to time, to divide any or all of the shares of Preferred Stock into one or more series, and in the resolution or resolutions establishing a particular series, before issuance of any of the shares thereof, to fix and determine the number of shares and the designation of such series, so as to distinguish it from the shares of all other series and classes, and to fix and determine the voting rights, preferences, qualifications, privileges, limitations, options, restrictions, conversion rights and other special or relative rights of such series.

All shares within each series of Preferred Stock shall be alike in every particular, except with respect to the dates from which dividends, if any, shall commence to accrue. However, each of such series

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may differ from every other series previously authorized, as may be determined by the Board of Directors in any or all respects, to the fullest extent now or hereafter permitted by the laws of the State of Florida, including, but not limited to, the variations between different series in the following respects:

- (a) the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased or decreased (but not below the number of shares thereof then outstanding) from time to time by the Board of Directors;
- (b) the annual dividend or dividend rate for such series, and the date or dates from which dividends shall commence to accrue;
- (c) the price or prices at which, and the terms and conditions on which, if any, the shares of such series may be redeemed or made redeemable;
- (d) the purchase or sinking fund provisions, if any, for the purchase or redemption of shares of such series;
- (e) the preferential amount or amounts, if any, payable upon shares of such series in the event of liquidation, dissolution, or winding up of the Corporation;
- (f) the terms and conditions, if any, upon which shares of such series may be converted and the class or classes or series of shares of the Corporation or other securities into which such shares may be converted;
- (g) the relative seniority, priority or junior rank of such series as to dividends or assets with respect to any other classes or series of capital stock then or thereafter to be issued; and
- (h) such other terms, preferences, qualifications, privileges, limitations, options, restrictions, and other special rights, if any, of shares of such series as the Board of Directors may, at the time of such resolution or resolutions, lawfully fix or determine under the laws of the State of Florida, except that no series of Preferred Stock shall have any voting rights.

Section 2. Unless otherwise provided by law, the Articles of Incorporation or the Bylaws of the Corporation, or by a resolution or resolutions establishing any particular series of Preferred Stock,

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the aggregate number of authorized shares of Preferred Stock may be increased by an amendment to the Articles of Incorporation approved solely by a majority vote of the outstanding shares of Common Stock.

Section 3. The Board of Directors may in its discretion, at any time or from time to time, issue or cause to be issued all or any part of the authorized and unissued shares of Preferred Stock or all or any part of the authorized and unissued shares of Common Stock for consideration of such character and value as the Board of Directors shall from time to time fix or determine.

Section 5. The Common Stock shall be subject to the prior rights of holders of any series of Preferred Stock outstanding, according to the preferences, if any, of such series.

Section 6. The Corporation may issue shares of stock, option rights, or securities having conversion or option rights, without first offering them to the holders of Preferred Stock of Common Stock.

#### ARTICLE V.

The principal office and mailing address of this Corporation shall be 24 Cathedral Place, Suite 504, St. Augustine, Florida 32084.

#### ARTICLE VI.

The street address of the initial registered office of this Corporation in Florida shall be 24 Cathedral Place, Suite 504, St. Augustine, Florida 32084, and its initial registered agent at that address shall be Richard G. Rumrell, Esq. The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

#### ARTICLE VII.

The number of the Directors of this Corporation shall not be less than one nor more than fifteen as fixed from time to time by the provisions of the Bylaws.

#### ARTICLE VIII.

The names and street addresses of the members of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

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<u>Name</u>	<u>Street Address</u>
H. Nelson Sturgill	24 Cathedral Place, St. Augustine, Florida 32084
Richard P. Griffith	24 Cathedral Place, St. Augustine, Florida 32084
Aimee Barrow	24 Cathedral Place, St. Augustine, Florida 32084
Teresa D. Foster	24 Cathedral Place, St. Augustine, Florida 32084
Keith Hutson	24 Cathedral Place, St. Augustine, Florida 32084
Douglas Milne	24 Cathedral Place, St. Augustine, Florida 32084
Charles Winge	24 Cathedral Place, St. Augustine, Florida 32084
Ginger Soud	24 Cathedral Place, St. Augustine, Florida 32084
Michael L. Garnes	24 Cathedral Place, St. Augustine, Florida 32084

#### ARTICLE IX.

The Corporation's Board of Directors is specifically authorized from time to time to enter into agreements not inconsistent with these Articles or the law with respect to the alienation, sale, pledge, purchase and redemption of shares of stock of the Corporation.

#### ARTICLE X.

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

Section 1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the Shareholders.

Section 2. Subject always to such Bylaws as may be adopted from time to time by the Shareholders, the Board of Directors is expressly authorized to adopt, alter and amend the Bylaws of the Corporation, but any Bylaws adopted, altered or amended by the Directors may be altered, amended or repealed by the Shareholders.

Section 3. The Corporation shall have such officers as from time to time may be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

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Section 4. No Director or officer of this Corporation shall, in the absence of fraud, be disqualified by his office from dealing or contracting with this Corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this Corporation be void or voidable or affected by reason of the fact that any such Director or officer, or any firm of which any such Director or officer is a member or an employee, or any corporation of which any such Director or officer is an officer, Director, Shareholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this Corporation, even though the vote of the Director or Directors or officer or officers having such interest shall have been necessary to obligate this Corporation upon such contract, transaction or act; and no Director or Directors or officer or officers having such interest shall be liable to this Corporation or to any Shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Director or Directors or officer or officers be accountable for any gains or profits realized thereon.

#### ARTICLE XI.

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

#### ARTICLE XII.

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

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## ARTICLE XIII.

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall there be any liability if in good faith in determining the amount available for dividends or distribution, the Shareholder considers the assets to be of ample value.

## ARTICLE XIV.

The Board may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Article or By-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

## ARTICLE XV.

The name and street address of the Incorporator of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Randal C. Fairbanks	217 Ponte Vedra Park Drive, Suite 200 Ponte Vedra Beach, Florida 32082

## ARTICLE XVI.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State of the State of Florida these Articles of Incorporation and does certify that the facts herein stated are true, all on this 14<sup>th</sup> day of August, 2001.

  
Randal C. Fairbanks

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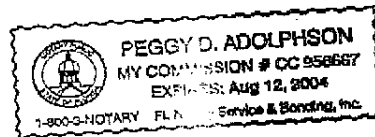
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STATE OF FLORIDA )

COUNTY OF ST. JOHNS )

The foregoing Articles of Incorporation were acknowledged before me this 14th day of August, 2001, by Randal C. Fairbanks, [ ] who is personally known to me or [ ] who has produced \_\_\_\_\_ as identification, and who acknowledged that he signed such instrument of his own free will.

Peggy D. Adolphson  
Notary Public, State of Florida at Large  
Notary's printed or stamped name:  
My commission expires:



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**ACCEPTANCE OF REGISTERED AGENT**

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Having been named in the foregoing Articles of Incorporation to accept service of process for the above stated Corporation at the place designated therein, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of the Florida Business Corporation Act.

By: 

Richard G. Rumrell, Registered Agent

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