

P02000004757
TRANSMITTAL LETTER

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

SUBJECT: RUNNER BEAN COFFEE INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

400004765194--4

-01/10/02--01066--001

*****\$7.50 *****\$7.50

Enclosed are 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: CHRISTOPHER G. COTTRELL
Name (Printed or typed)

116 AZALEA POINT DRIVE SOUTH
Address

PONTE VEDRA BEACH FL 32082
City, State & Zip

904 333 2420
Daytime Telephone number

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 10 AM 11:16

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

M. Cottrell GAVE
AUTHORIZATION BY PHONE TO
CORP. ST. OT
DATE 1-10-02
NOT EXAM 7c

F. CHESSER JAN 15 2001

7c

ARTICLES OF INCORPORATION.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation.

ARTICLE I

The name of the corporation shall be:

RunnerBean Coffee Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

116 Azalea Point Drive South
Ponte Vedra Beach
Florida 32082

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000

ARTICLE IV

The name and address of the initial registered agent is:

Christopher G. Cottrell
116 Azalea Point Drive South
Ponte Vedra Beach, FL 32082

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ARTLCLE V
INCORPORATOR(S)

The names and street addresses of the incorporators to these Articles of Incorporation are:

Sandra Jane Gillham – President (50% shareholder)
10 Gracie Square, Apt 11G
New York, NY 10028

Christopher G. Cottrell – Vice President (50% Shareholder)
116 Azalea Point Drive South
Ponte Vedra Beach, FL 32082

The purpose of the corporation is to engage in the following business activities:

To carry on the business of coffee shop, purveyor of baked goods and soft drinks.

To carry on any other business which may be lawfully carried on by a Corporation organized under Chapter 607, Florida statutes.

ARTICLE V (continued)

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

Any stockholder, including heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors, in the manner following:

He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer, and the name of one arbitrator. The directors shall within sixty days thereafter either accept the offer, or, by notice to him in writing, name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have sixty days within which to purchase the same at such valuation. However, if at the expiration of sixty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the right in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

ARTICLE V (continued)

Other lawful provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the corporation, or of its directors or stockholders, or any class of stockholders:

The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by the law or the by-laws requires action taken by the stockholders.

Meetings of the stockholders may be held anywhere in the world.

The corporation may be a partner in any business enterprise it would have power to conduct by itself.

The directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or stockholder of this corporation individually, or any individual having any interest in any concern which is a stockholder of this corporation, or any concern in which any such directors, officers, stockholders or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of this corporation, and such contract, transaction or act shall not be in any way invalidated or otherwise affected by that fact. No such director, officer, stockholder, or individual shall be liable to account to this corporation for any profit or benefit.

The par value of common shares is \$1.00 with \$10,000 shares issued.

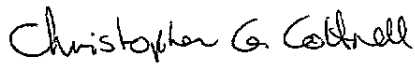
Shareholders of this corporation will not be personally liable for contracts, agreements or any other actions of this corporation.

ARTICLE V (continued)

The undersigned incorporators have executed these Articles of Incorporation this 1st day of January, 2002.

A handwritten signature in cursive script, appearing to read "Sandra Jane Gillham".

Sandra Jane Gillham
President

A handwritten signature in cursive script, appearing to read "Christopher G. Cottrell".

Christopher G. Cottrell
Vice-President

ARTICLE VI

The name and address of the initial registered agent is:

Christopher G. Cottrell
116 Azalea Point Drive South
Ponte Vedra Beach, FL 32082

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Having been named as registered agent to accept service of 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

Christopher G. Cottrell
Signature/Registered Agent

1-1-02
Date

Christopher G. Cottrell
Signature/Incorporator

1-1-02
Date