

P02000089861

TRANSMITTAL LETTER

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

600006411206--7  
-07/15/02-01077-022  
\*\*\*\*\*18.75 \*\*\*\*\*18.75

SUBJECT: THE FAMILY BAKERY, INC  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: JUSSARA M.R. MURTA  
Name (Printed or typed)

541 E. SAMPLE ROAD  
Address

POMPANO BEACH, FL 33064-4425  
City, State & Zip

954 782 6644  
Daytime Telephone number

FILED  
2002 AUG 19 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

2544  
W02-20570

8/19/02



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

FILED

2002 AUG 19 PM 3:43

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

July 16, 2002

JUSSARA M.R. MURTA  
541 E. SAMPLE ROAD  
POMPANO BEACH, FL 33064-4425

SUBJECT: THE FAMILY BAKERY, INC  
Ref. Number: W02000020570

We have received your document for THE FAMILY BAKERY, INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(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) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 702A00043816

ARTICLES OF INCORPORATION **FILED**

*of*

2002 AUG 19 PM 3:43

***THE BREAD COMPANY AND CAFE, INC.***

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

**ARTICLE I - CORPORATE NAME**

The name of the corporation is – ***THE BREAD COMPANY AND CAFE, INC***

**ARTICLE II - INITIAL PRINCIPAL OFFICE**

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

541 E. SAMPLE ROAD  
Pompano Beach, FL 33064-4425

**ARTICLE III - SHARES**

The total number of shares which the corporation shall have authority to issue is 100,000 shares with a par value of \$0.05 per share.

**ARTICLE IV - 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:

Marcos Rezende  
829 SE 9<sup>th</sup> ST - Suite 201 – Palm Plaza  
Deerfield Beach, FL 33441

*JB*  
*ma*

## ARTICLE V - PURPOSE

The purpose of the corporation is to engage in the Bakery Business and Sale of related products activity lawfully permitted by the laws of this state.

## ARTICLE VI - DIRECTORS

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

JUSSARA M.R. MURTA  
6800 NW 39<sup>th</sup> AVE # 44  
Coconut Creek, FL 33073-3255

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 VII - 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 VIII - 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.

JB  
MR

**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, 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.

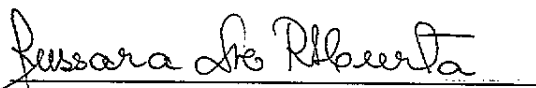
**CORPORATE SEAL.** The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

**EXECUTION OF WRITTEN INSTRUMENTS.** All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

### 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.

  
Marcos Rezende, Registered Agent  
829 SE 9th ST - Suite 201 - Palm Plaza  
Deerfield Beach, FL 33441

  
JUSSARA M.R. MURTA  
6800 NW 39<sup>th</sup> AVE # 44  
Coconut Creek, FL 33073-3255

State of Florida, County of Broward, ss: \_\_\_\_\_

Subscribed and sworn to (or affirmed) before me this 12 day of AUGUST, 2002

**ACCEPTANCE OF REGISTERED AGENT**  
**DESIGNATED IN ARTICLES OF**  
**INCORPORATION**

MARCOS A. REZENDE, an individual, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of THE BREAD COMPANY AND CAFE, INC., is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Marcos A. Rezende

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TALLAHASSEE FLORIDA