

P02000090515
TRANSMITTAL LETTER

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 AUG 20 AM 7:35

SUBJECT: _____

(Proposed corporate name - must include suffix)

300007225763--4
-08/20/02--01032--016
128.75 **78.75

Enclosed is 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

ADDITIONAL COPY REQUIRED

FROM: David W. Scherer
Name (Printed or typed)

1000 Monticello Ct
Address

Melbourne, FL 32940
City, State & Zip

321-254-1796
Daytime Telephone number

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

W-23780

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ARTICLES OF INCORPORATION
OF
SCHEUERER CORP.

ARTICLE I – NAME

The name of this corporation is Scheuerer Corporation

ARTICLE II – DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III – PURPOSE

The nature of this business or purpose to be conducted or promoted are: To purchase, own, and operate a Cookies By Design franchise, and to engage in any lawful activity associated with operating the franchise under the laws of the State of Florida.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V – VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3176 Lake Washington Rd., Melbourne, Florida 32934 and the name of the initial registered agent of this corporation at that address is David Scheuerer.

ARTICLE VIII – INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Paula Scheuerer, President / Secretary	1458 California Dr. Melbourne, FL 32940
David Scheuerer, Vice President / Treasurer	1458 California Dr. Melbourne, FL 32940

ARTICLE IX – BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X- APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI – COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII – INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIII – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

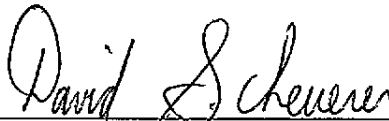
ARTICLE XIV – PRINCIPAL OFFICE

The principal office address and mailing address of this corporation shall be 3176 Lake Washington Rd., Melbourne, Florida 32934.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2 day of August, 2002.



PAULA SCHEUERER, INCORPORATOR



DAVID SCHEUERER, INCORPORATOR

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST that SCHEUERER CORP. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the city of Melbourne, County of Brevard, State of Florida, has named DAVID SCHEUERER located at 3176 Lake Washington Rd., Melbourne, Florida 32934 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation at the 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.



DAVID SCHEUERER

Dated this 2nd day of August, 2002.

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