

P02000101077

TRANSMITTAL LETTER

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

FILED
2002 SEP 18 PM 3:36
TALLAHASSEE FLORIDA

SUBJECT: Twenty-Two, Inc.
(Proposed corporate name - must include suffix)

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 of
Status
ADDITIONAL COPY REQUIRED

FROM: Frances Montford
Name (Printed or typed)

P.O. Box 315
Address

Wewahitchka FL 32465
City, State & Zip

850-639-9985
Daytime Telephone number

500007836005--9
-09/19/02--01002--015
*****78.75 *****78.75

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

9/18/02

ARTICLES OF INCORPORATION

OF

TWENTY-TWO, INC.

ARTICLE I – NAME

The name of the corporation is TWENTY-TWO, INC. and is located at 1747 Highway 22, Wewahitchka, Florida 32465, and whose mailing address is Post Office Box 490, Wewahitchka, Florida 32465.

ARTICLE II – DURATION

This corporation shall exist perpetually.

ARTICLE III – PURPOSES

This corporation is organized for the purpose of operating a bar and lounge and any other lawful business.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue One Hundred Shares of common stock at no par value.

ARTICLE V – PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

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

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TALLAHASSEE FLORIDA

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 and mailing address of the initial registered office of this corporation is 1747 Highway 22, P. O. Box 490, Wewahitchka, Florida 32465, and the name of the initial registered agent of this corporation at that address is Bill McCormick.

ARTICLE VIII – INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one (1) nor more than seven (7). The name and address of the initial and only director of this corporation is as follows:

BILL McCORMICK, 1747 Highway 22, Wewahitchka, Florida 32465;

The name and address of the officer of this corporation is as follows:

BILL McCORMICK, 1747 Highway 22, Wewahitchka, Florida 32465,
President;

ARTICLE X – BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI

Shares of capital stock of this corporation shall be issued initially to the following persons: **BILL McCORMICK** - 100 Shares;

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall

be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII – CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII – CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a majority of the outstanding shares.

ARTICLE XIV – SHAREHOLDER QUORUM AND VOTING

Sixty (60%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote, sixty (60%) percent of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XV – SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation duly called as provided by law.

ARTICLE XVI – MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation. There will be no personal liabilities on shareholders for the debts of the corporation.

ARTICLE XVII – DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative of all of the remaining directors shall be the act of the Board of Directors.

ARTICLE XVIII – MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX – ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent as provided by law.

ARTICLE XX – INDEMNIFICATION

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

ARTICLE XXI – AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 13 day of Sept, 2002.


BILL McCORMICK

STATE OF FLORIDA
COUNTY OF GULF

The foregoing instrument was acknowledged before me this 13 day
of Sept, 2002, by **BILL McCORMICK** who is known to me or has
produced _____ as identification.



Debbie Barnes
MY COMMISSION # CC993199 EXPIRES
January 31, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Debbie Barnes
Notary Public

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I, **BILL McCORMICK**, do hereby certify that I am familiar with and
do hereby accept the duties and responsibilities as registered agent for
TWENTY-TWO, INC., and do hereby certify that I am over the age of
eighteen years and my address is 1747 Highway 22, Wewahitchka, Florida
32465.

In Witness Whereof, I have hereunto set my hand and seal this 13
day of Sept, 2002.

Bill McCormick
BILL McCORMICK

STATE OF FLORIDA
COUNTY OF GULF

Sworn to and subscribed before me this 13 day of Sept
2002.



Debbie Barnes
MY COMMISSION # CC993199 EXPIRES
January 31, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Debbie Barnes
Notary Public

My Commission Expires:

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