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Charles F. Barber

P02000104294

September 20, 2002

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

100007977521--8  
-09/24/02--01019--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Wildflower Café of Clearwater, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for Wildflower Café of Clearwater, Inc. along with my firm's check in the amount of \$78.75 as the filing fee for the above corporation. Please return a copy of the Articles of Incorporation to my Clearwater address listed above. Please process at your earliest convenience.

If you have any questions, please do not hesitate to call. Thank you for your assistance in this matter.

Yours very truly,



Debbie A. Borgh  
Legal Assistant

FILED  
02 SEP 24 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

40  
9/27

**ARTICLES OF INCORPORATION**  
**OF**  
**WILDFLOWER CAFÉ OF CLEARWATER, INC.**

**FILED**  
02 SEP 24 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of the Corporation is Wildflower Café of Clearwater, Inc. and its mailing address is 1831 San Mateo Drive, Dunedin, Florida 34698.

**ARTICLE II**

**DURATION**

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1831 San Mateo Drive, Dunedin, Florida 34698 and the name of its initial registered agent of this corporation at that address is Leslie M. Alfred.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Leslie M. Alfred	1831 San Mateo Drive, Dunedin, FL 34698
Joan M. Dragon	

## ARTICLE VII

### INCORPORATOR

The name and address of each person signing these Articles is:

<u>Name</u>	<u>Address</u>
Leslie M. Alfred	1831 San Mateo Drive, Dunedin, FL 34698

## ARTICLE VIII

### 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 principle among any number of such candidates.

## **ARTICLE IX**

### **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 X**

### **INDEMNIFICATION**

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

## **ARTICLE XI**

### **BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

## **ARTICLE XII**

### **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.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 4th day of September, 2002.

Leslie M. Alfred  
LESLIE M. ALFRED

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 4th day of September, 2002.



Debra A. Borgh  
MY COMMISSION # CC994779 EXPIRES  
January 30, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

Debra A. Borgh  
Notary Public  
My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of which is contained in the foregoing Articles of Incorporation.

Dated this 4th day of September, 2002.

Leslie M. Alfred  
Leslie M. Alfred, as Registered Agent

**FILED**  
02 SEP 24 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA