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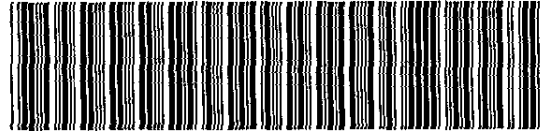
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DEPARTMENT OF STATE  
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**EFFECTIVE DATE**  
10-29-02

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*g/11/1*



ACCOUNT NO. : 072100000032

REFERENCE : 805908 7145323

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizot*

ORDER DATE : November 4, 2002

ORDER TIME : 10:36 AM

ORDER NO. : 805908-005

CUSTOMER NO: 7145323

CUSTOMER: Ms. Jaime Asbury  
Gray, Harris, Robinson,  
Hovis, Boyette & Crawford  
Bankfirst Building, 2nd Floor  
1380 Grand Highway  
Clermont, FL 34711

**EFFECTIVE DATE**  
10-29-01

DOMESTIC FILING

NAME: UNCLE MATT'S ORGANIC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
UNCLE MATT'S ORGANIC, INC.

FILED  
02 NOV -4 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I  
Name

The name and street address of this corporation shall be: **UNCLE MATT'S ORGANIC, INC.**, 904 Jan Mar Court, Clermont, FL. 34711. The mailing address of this corporation shall be P.O. BOX 120389, CLERMONT, FL. 34711.

ARTICLE II  
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III  
Stock

EFFECTIVE DATE  
10-28-02

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV  
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Wade Boyette	1380 GRAND HIGHWAY, STE 200 CLERMONT, FL. 34711

The names and addresses of the Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Matt McLean	10311 SMOKERISE LANE CLERMONT, FL. 34711

Susan McLean

20574 SUGARLOAF MT. ROAD  
CLERMONT, FL. 34711

**ARTICLE V**  
**Informal Shareholder Action**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE VI**  
**Fundamental Changes**

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

**ARTICLE VII**  
**Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VIII**  
**Directors**

A. The business of the corporation shall be managed initially by two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

**ARTICLE IX**  
**Effective Date**

The date that corporate existence shall begin on October 29, 2002.

**ARTICLE X**  
**Registered Office and Registered Agent**

The address of the initial registered office of this corporation is 1380 GRAND HIGHWAY, SUITE 200, CLERMONT, FL. 34711 The name and address of the Registered Agent of this corporation is WADE BOYETTE, 1300 GRAND HIGHWAY, SUITE 200, CLERMONT, FL. 34711.

**ARTICLE XI**  
**Bylaws**

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 1 day of Nov, 2002.

  
WADE BOYETTE

ACCEPTANCE

I hereby accept appointment as Registered Agent of **UNCLE MATT'S ORGANIC, INC.**

Dated: Nov. 1, 2002.

  
WADE BOYETTE

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