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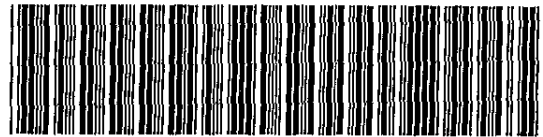
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## TRANSMITTAL LETTER

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

SUBJECT: INDEPENDENT HOSPITALITY CONSULTANTS, 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:

Edward Bergholm Jr.  
EDWARD BERGHOLM JR., ESQ.  
Name (Printed or typed)

1393 SW FIRST STREET, #200  
Address

MIAMI FL 33135  
City, State & Zip

305-541-7940  
Daytime Telephone number

Edward Bergholm Jr., Esq.  
1393 SW First St., Suite 200  
Miami, FL 33135

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

**ARTICLES OF INCORPORATION  
OF  
INDEPENDENT HOSPITALITY CONSULTANTS, INC.**

I, the undersigned, who desires to form corporation under the laws of the state of Florida authorizing the formation of corporation, sets forth the following Articles:

**ARTICLE I.**

**NAME**

The name of this Corporation shall be:

**INDEPENDENT HOSPITALITY CONSULTANTS, INC.**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do:

1. To engage in the business of consulting, teaching of hospitality subjects, food and beverage operations, kitchen operations and associated subjects.
2. In addition, to do all things necessary or convenient to carry out its business and affairs, including, without limitation, power:
  - a. To sue and be sued, complain, and defend in its corporate name;
  - b. To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
  - c. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable

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interest in property wherever located;

d. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;

e. To lend money to, and use its credit to assist, its officers and employees in accordance with the provisions of Florida Statutes, s. 607.0833;

f. To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, sue, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;

g. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

- 
- h. To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
  - i. To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
  - j. To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
  - k. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
  - l. To make donations for the public welfare or for charitable, scientific, or educational purposes;
  - m. To transact any lawful business that will aid governmental policy;
  - n. To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
  - o. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents or its subsidiaries;
  - p. To provide insurance for its benefit on the life of any of its

directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the share holder; and

q. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

### **ARTICLE III**

#### **CAPITAL STOCK**

The capital stock of this corporation shall be FIVE HUNDRED shares of \$1.00 par value, common stock. This stock shall have full voting rights, pre-emptive privileges, non cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: This stock may not be transferred on the books of this corporation, without first giving the right to purchase for ten (10) days to the corporation at the book value of the stock, and thereafter for (5) days to any stock holders of record at the same price and terms of any bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property, real or personal, or personal labor or services in lieu of cash, at a just valuation to be fixed by the board of Directors of this Corporation.

### **ARTICLE IV**

#### **CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall not be less than FIVE HUNDRED and no/100 (\$500.00) dollars.

**ARTICLE V**

**CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to the law.

**ARTICLE VI**

**PRINCIPAL PLACE OF BUSINESS**

The initial principal office of the said corporation shall be at:

9737 NW 41<sup>st</sup> Street, Suite 123  
Miami, FL 33178

with the privilege of having branch offices at other places within or without the State of Florida.

**ARTICLE VII**

**NUMBER OF DIRECTORS**

The number of Directors of this corporation shall not be less than one and not more than fifteen.

**ARTICLE VIII**

**DIRECTORS**

The names and addresses of the first board of Directors of this corporation who shall held office for the first year or until their successors are chosen, shall be:

John E. Marante  
9737 NW 41<sup>st</sup> Street, #123  
Miami, Florida 33178

Maria Marante  
9737 NW 41<sup>st</sup> Street, #123  
Miami, Florida 33178

## **ARTICLE IX**

### **SUBSCRIBERS**

Name:

Address:

John E. Marante

9737 NW 41<sup>st</sup> Lane  
Miami, Florida 33178

500 shares

## **ARTICLE X**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate By-Laws, so long as the same does not conflict with provisions of the Florida Statutes.

The Directors of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

## **ARTICLE XI.**

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this corporation shall have the right, upon its



organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of said assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

#### ARTICLE XII.

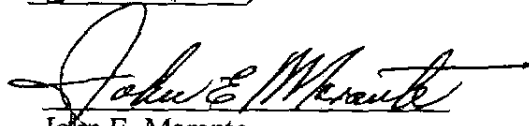
The Registered Agent of the Corporation shall be:

EDWARD BERGHOLM JR., ESQ.

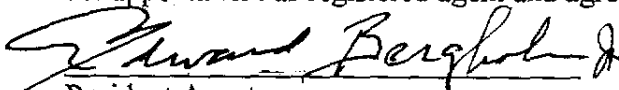
The corporation's initial registered office shall be:

1393 SW First Street, #200  
Miami, Florida 33135

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the state of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectfully agree to take the number of shares hereinabove set forth, and hereunto set his hand and seal, this the 28 day of October, 2002.

  
John E. Marante  
Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Resident Agent

10-28-02  
Date

  
Incorporator

10-28-02  
Date

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TALLAHASSEE FLORIDA  
SECRETARY OF STATE

STATE OF FLORIDA                     )  
  )  
COUNTY OF MIAMI-DADE            )     S. S.

BEFORE ME, the undersigned authority, personally appeared

JOHN E. MARANTE     

who is known to me to be the person described in and who executed the foregoing Articles of Incorporation, and who, after being by me first duly sworn on oath, deposes and says and does acknowledge before me, that the said Articles are the act and deed of the signer and that the facts and matters therein set forth are true and correct.

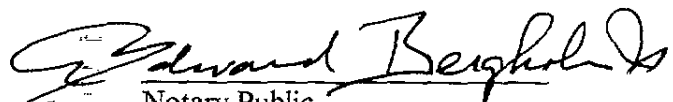
WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this

28 day of October, 2002.

My commission expires



Edward Bergholm, Jr.  
Commission # CG 859361  
Expires Sep. 15, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Notary Public

Prepared by: Edward Bergholm Jr., Esq.  
1393 SW First Street, #200  
Miami, Florida 33135



Edward Bergholm, Jr.  
Commission # CG 859361  
Expires Sep. 15, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.