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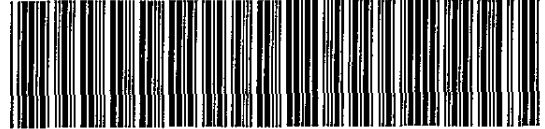
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*Charles J. Cino*

ATTORNEY AND COUNSELOR AT LAW  
The Boulevard Executive Park  
555 West Granada Boulevard, Suite E-12  
Ormond Beach, Florida 32174  
(386) 673-3420 FAX: (386) 673-0082

November 7, 2002

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Tobacco Outlet, Inc.

Dear Sir:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. I have also enclosed a check in the amount of \$78.75 for the filing fee and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

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

Sincerely,

A handwritten signature in dark ink, appearing to read 'Charles J. Cino', with a large, stylized flourish at the end.

Charles J. Cino

CJC/lc  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a Corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE      NAME

The name of the corporation is Tobacco Outlet, Inc., and the initial principal address of the corporation is 414 Palm Drive, Flagler Beach, Florida 32136.

ARTICLE TWO      DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon approval of these Articles of Incorporation by the Office of the Secretary of State.

ARTICLE THREE      PURPOSE

The general nature of business of the corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.
2. To conduct a restaurant business which will sell tobacco products to the general public. The corporation will also provide those services necessary and ancillary to the operation.
3. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of same, or any part thereof, or interest therein. To engage in and conduct a general real estate business for profit by buying, selling, developing, managing or otherwise employing real estate for business purposes without limitation; and to transact all business incidental and pertinent thereto.
4. To apply for, purchase, or in any manner to acquire, to hold, own, use and operate; to sell or in any manner dispose of, to grant or license other rights in respect of, and in any manner deal with any and all rights, interests, inventions, improvements and processes used in connection with or secured under letters, patents

or copy rights of the United States of America or other countries or otherwise, and to work, operate and/or develop the same.

5. To purchase, lease or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds, and in particular, lands, buildings, business concerns and undertakings, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trade marks, trade names, and any interest in real or personal property.

6. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and other obligations from time to time for the purchase of property, or for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligation by mortgage, pledge, deed of trust or otherwise,

7. To acquire and take over as a going concern, and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business.

8. To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise turn to account or deal with all of any part of the property of the corporation.

9. To carry on business at any place or places within the jurisdiction of the United States of America, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.

10. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation or business of a similar nature, with any person, firm, corporation private, public or municipal body politic under the government of the United States of America, of any state, territory or colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations under the Stock Corporation Law.

11. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals, and either as principals or agents, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

12. In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties.

13. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida upon corporations for profit.

#### ARTICLE FOUR CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100 Shares of common stock. Such shares shall be a single class and have the par value of \$100.00 per share.

#### ARTICLE FIVE REGISTERED AGENT

The street address of the initial registered office of the corporation is 414 Palm Drive, Flagler Beach, Flagler County, Florida 32136 and the name of the initial registered agent at that address is John R. Gantt.

#### ARTICLE SIX INITIAL BOARD OF DIRECTORS

The number of directors consisting the initial Board of Directors is two. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial directors of the corporation is as follows:

President:	John R. Gantt, 414 Palm Drive, Flagler Beach, Florida 32136
Vice President:	Kelley I. Gantt, 414 Palm Drive, Flagler Beach, Florida 32136
Treasurer:	John R. Gantt, 414 Palm Drive, Flagler Beach, Florida 32136
Secretary:	Kelley I. Gantt, 414 Palm Drive, Flagler Beach, Florida 32136

#### ARTICLE SEVEN INCORPORATIONS

The name and address of each incorporator is as follows:

Incorporator A:	John R. Gantt, 414 Palm Drive, Flagler Beach, Florida 32136
Incorporator B:	Kelley I. Gantt, 414 Palm Drive, Flagler Beach, Florida 32136

ARTICLE EIGHT    AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation this 7th day of November, 2002.


  
John R. Gantt

  
Kelley I. Gantt

STATE OF FLORIDA  
COUNTY OF VOLUSIA

Before me personally appeared JOHN R. GANTT and KELLEY I. GANTT, who are personally known to me and are the persons described in and who executed the foregoing Articles of Incorporation and acknowledge to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of November, 2002.

  
Notary Public  
State of Florida at Large  
My Commission Expires:

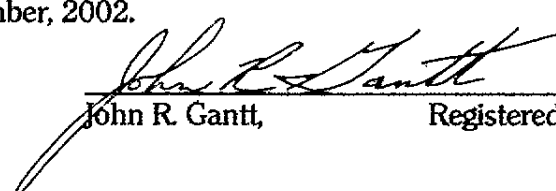


Lisa M. Campbell  
Commission # CC 932508  
Expires June 16, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

ACCEPTANCE BY REGISTERED AGENT

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

DATED this 7th day of November, 2002.

  
John R. Gantt,

Registered Agent