



# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Muellman III, Inc

- Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: SW Date 12/30 Time \_\_\_\_\_  
Name \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

**EFFECTIVE DATE**

1-1-03

02 DEC 30 PM 4: 00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

**ARTICLES OF INCORPORATION  
OF  
MUELLMAN III, INC.**

The undersigned, being the sole incorporator to these Articles of Incorporation, competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the Corporation is **MUELLMAN III, INC.**

**ARTICLE II**  
**EFFECTIVE DATE AND DURATION**

The existence of this Corporation shall commence on **January 1, 2003**. This corporation shall have perpetual existence, which existence shall continue until terminated by unanimous agreement of the members.

**ARTICLE III**

A. To erect, construct, establish, purchase, lease, and other wise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

B. This corporation is also organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as presently enacted and as it may be amended from time to time.

#### **ARTICLE IV** **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having par value of \$1.00 per share.

#### **ARTICLE V** **INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business shall be not less than the sum of \$100.00.

#### **ARTICLE VI** **PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights such that each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

**ARTICLE VII**  
**REGISTERED AND PRINCIPAL OFFICE OF CORPORATION;**  
**MAILING ADDRESS OF CORPORATION; AND**  
**REGISTERED AGENT OF CORPORATION**

The street address of the initial registered and principal office this corporation is: 787 Long Lake Drive, Oviedo, FL 32765.

The name and address of the registered agent of this corporation are: ROBERT C. MUELLMAN, 787 Long Lake Drive, Oviedo, FL 32765.

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the person signing these Articles are: ROBERT C. MUELLMAN, 787 Long Lake Drive, Oviedo, FL 32765.

The incorporator certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

**ARTICLE IX**  
**INITIAL BOARD OF DIRECTORS**

Initially, this corporation shall not have more than three (3) directors. The number of directors may be either increased or diminished from time to time by the Bylaws.

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT C. MUELLMAN	787 Long Lake Drive Oviedo, FL 32765

**ARTICLE X**  
**OPERATIONS**  
**RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite his or her name:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
ROBERT C. MUELLMAN	100

Shares held by shareholders may not be sold 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 of this corporation.

**ARTICLE XI**  
**SECTION 1244 STOCK AND SUB-CHAPTER "S" ELECTION**

It is the intent of the incorporator that the corporation will qualify its common stock under Section 1244 of the Internal Revenue Code, and that the corporation will initially qualify file as a Sub-Chapter "S" Corporation under the Internal Revenue Code.

**ARTICLE XII**  
**BYLAWS OR STOCKHOLDERS AGREEMENT**

By stockholders agreement or bylaws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide such bylaw not subject to amendment or repeal by the directors.

**ARTICLE XIII**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless

all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XIV**  
**MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers and business affairs of the corporation may be exercised by or under the authority and direction of the shareholders of this corporation.

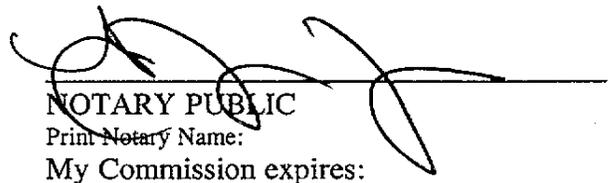
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23<sup>rd</sup> day of December, 2002.

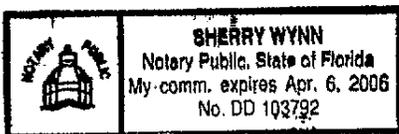
  
\_\_\_\_\_  
ROBERT C. MUELLMAN, Incorporator

STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State set forth above, personally appeared ROBERT C. MUELLMAN, (check one)  who is personally known to me, or  who produced as identification \_\_\_\_\_ and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed same, for the purposes expressed therein.

Dec SWORN TO AND SUBSCRIBED before me in my presence this 23<sup>rd</sup> day of \_\_\_\_\_, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC  
Print Notary Name:  
My Commission expires:



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named to accept service of process for the above named corporation, MUELLMAN III, INC., at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.

Dated this 25<sup>th</sup> day of December, 2002.



---

ROBERT C. MUELLMAN, as  
Registered Agent

**FILED**  
02 DEC 30 PM 4: 00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA