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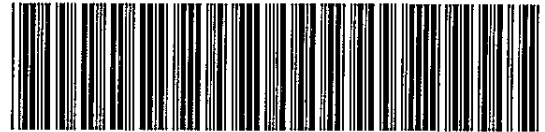
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03 MAR -3 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3-4-03  
B

## TRANSMITTAL LETTER

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

**SUBJECT: HEALTHY FOOD ASSOCIATES, 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      ☒ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

FROM: PINAL JOSHI

Name (Printed or typed)

7862 St. GILES PLACE

Address

ORLANDO, FL 32835

City, State & Zip

321-231-2977

Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
FOR  
HEALTHY FOOD ASSOCIATES, INC.**

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FILED  
03 MAR -3 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME, PRINCIPAL PLACE OF BUSINESS AND DURATION**

The name of the Corporation is **HEALTHY FOOD ASSOCIATES, INC.** The principal place of business of the Corporation is **5401 S. KIRKMAN RD, SUITE 310, ORLANDO, FLORIDA 32819.** The duration of the Corporation is perpetual.

**ARTICLE II**

**REGISTERED OFFICE AND AGENT**

The address of the registered office in the state of Florida is **7862 ST. GILES PLACE** in the city of **ORLANDO** in the County of **ORANGE.** The name of the registered agent at such address is **PINAL JOSHI.**

**ARTICLE III**

**CORPORATE PURPOSE, POWERS AND RIGHTS**

1. The nature of the business to be conducted or promoted and the purpose of the Corporation are to engage in any lawful act or activity for which Corporation may be organized under the Business Corporation Act of Florida.
2. In furtherance of its corporate purpose, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.
3. The Corporation shall be governed and operated by the Rules and By-laws of the Corporation that shall become an operating agreement executed by the Directors or Shareholders of the First One Thousand Common stock as defined herein.

## ARTICLE IV

### CAPITAL STOCK

1. The total number of shares of capital stock, which the Corporation has the authority to issue, is 1000 shares of Common Stock ("Common Stock"), \$ 1.00 par value per share.
2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:
  - (a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.
  - (b) In the event of voluntary or involuntary liquidation, dissolution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell transfer or otherwise dispose of all or any part of such remaining assets to any other Corporation, trust or other entity and receive payment therefore in cash, stock or obligations of such other Corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other Corporation, or the merger of any other Corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purpose of this paragraph.
  - (c) Each holder of Common Stock has one vote with respect to each share of common stock held by him or her of record on the books of the Corporation on all matters voted upon by the shareholders.
  - (d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.
  - (e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholders"), does there by consent and agree that all rights, powers, privileges, obligations or restrictions

pertaining to such person or such securities in any way may be altered, amended restricted, enlarged, or of United States herein after adopted which have reference to or affect corporation, such securities, or such person if any; and that the Corporation, reserves the rights to transact any business of the Corporation, to alter, amend or repeal these articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

#### ARTICLE V

##### SUBSCRIPTIONS

The name and post office address of each subscriber to these Article of Incorporation, the consideration paid, the number of shares of stock agreed to take, and the Value of the consideration paid thereof are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of shares paid</u>
TONY NANDWANI	9187 RIDGE PINE TRAIL, ORLANDO, FLORIDA 32819	50
PINAL JOSHI	7862 ST. GILES PLACE, ORLANDO, FLORIDA 32835	50

#### ARTICLE VI

##### BOARD OF DIRECTORS

The number of directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.

The shareholders, directors, and corporate officers shall not receive any compensation for the first 180 calendar days from the date of recognition of the corporation by the State of Florida. Thereafter shareholders, directors and corporate officers are eligible to receive compensation as designated in the by-laws of the corporation. The corporation shall assume all cost and capitalized expenses that are incurred to conduct and promote the purpose of the corporation.

If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

The name and mailing address of the person who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

NAME  
TONY NANDWANI  
PRESIDENT/SECRETARY/DIRECTOR

ADDRESS  
9187 RIDGE PINE TRAIL, ORLANDO, FL 32819

PINAL JOSHI  
VICE-PRESIDENT/DIRECTOR

7862 ST. GILES PLACE, ORLANDO, FL 32835

**ARTICLE VII**  
**RESTRICTIONS ON STOCK TRANSFERS**

The restrictions upon the transfer of shares of stock of any class are as follows:

**A. Preemptive Rights**

After the first one thousand (1000) shares of this corporation are issued, each holder of the original shares issued will, have the first right to purchase additional shares of this Corporation that may be issued from time to time. Each such holder of shares may purchase an amount equal to (1) the total additional shares times (2) the ratio existing between the number of shares he (or she) holds at the time of the new issue and the number of shares outstanding. The first right to purchase will be deemed waived by any shareholder who does not exercise it, or who does not pay for the shares preempted, within thirty (30) calendar days of receiving written notice from the Corporation stating the prices and terms of the issue of shares and inviting him to exercise his (or her) preemptive rights.

**B. Right of First Refusal (First Purchase Option)**

The shareholders granted preemptive rights in the preceding paragraph, will also have a first purchase option regarding the sale of shares by subsequent shareholders. Any shareholder wishing to sell his (or her) capital stock must first issue an offering to one of the shareholders of the first one thousand (1000) shares issued by the corporation. The shareholder desiring to sell all or part of his (or her) capital stock must notify the other shareholders by certified or registered mail, return receipt requested, that has a bona fide offer for the sale of the stock. The notice must state the name and address of the person or entity making the offer, the number of shares to be sold, the, sale price and the terms of the payment. The notice will contain an offer to the other Shareholder to sell the stock for the same price and upon the same terms of payment as those of the bona fide offer. The shareholder to whom the notice is addressed will have the right to accept the offer for a period of thirty (30) calendar days from the date the notice was mailed. The offer may be accepted only by certified or registered mail, return receipt requested, addressed to the shareholder desiring to sell the stock. The acceptance shall be effective upon mailing.

The offering shareholder must offer the shares for sale to the original shareholders proportionately according to their interest in the corporation. Any portion of an offer rejected by one shareholder may be accepted by another original shareholder before it may be sold to the person or entity named in the notice. An original shareholder shall have an additional thirty (30) calendar days to accept an offer rejected by another original shareholder. Acceptance is to be made upon the same terms as stated above.

The offering shareholder may sell his (or her) stock only to the person or entity named in the notice should the shareholder to whom the offer was made fail to accept the offer within thirty (30) calendar days after the notice of the offer was mailed and, if applicable, another shareholder not accept the offer in an additional thirty (30) calendar days. The sale must be made according to the price and terms set forth in the notice. The sale can only be made after all time periods for acceptance by all eligible shareholders have expired. This first-purchase option is binding on all Shareholders and the Corporation, their heirs, legal representatives, successors and assigns.

#### **C. Arbitration**

Any stockholder, including the heirs, assigns, executors, or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first submit the offer valued by an accredited appraiser of stocks, and offer for sale or transfer of stocks per rights granted in the preceding paragraph. In an event of any dispute arising over the sale price or transfer of the stock such stockholder shall submit a notice to the Board of Directors of his/her desire to conduct arbitration by notice in writing in which notice shall contain the price at which he (or she) is willing to sell or transfer stocks and the name of one arbitrator. The Board of Directors shall within thirty calendar days thereafter shall name a second arbitrator, and these two shall name a third; it shall then be the duty of the arbitrators to ascertain the value of the stock, the issues of transfer and due process, and if any arbitrators shall neglect or refuse to appear at any meeting appointed by the arbitrators a majority may act in the absence of such Arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock and resolution for any other disputes, the Directors have thirty calendar days within which to purchase the same at such valuation, but if at the expiration of thirty calendar days, the Corporation shall not have exercised the right to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he (or she) may see fit. No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

ARTICLE VIII

POWERS OF THE BOARD OF DIRECTORS

In furtherance and not limitation of the power conferred by Statute, the Board of Directors is expressly authorized:

- A. To make, alter, amend or repeal the By-Laws of the Corporation.
- B. To fix the amount to be reserved as working capital
- C. To authorize and executed mortgages, liens upon the property, and franchise of this Corporation.

If the By-Laws so provide, to designate by resolution one or more of their number to constitute an executive Committee, to the extent provided in the resolution or in the By-Law of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the Business, affairs and property of the Corporation, during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

ARTICLE IX

AMENDMENTS

This corporation reserves the rights to amend or repeal any provision contained in this Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED: 02/27/03

(SEAL)

  
PINAL JOSHI  
INCORPORATOR/REGISTERED AGENT

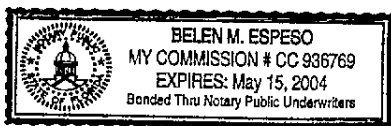


STATE OF FLORIDA     )  
COUNTY OF ORANGE    )  
                              )

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Be it remembered, that on this 28<sup>th</sup> day of Feb, 2003 appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments **PINAL JOSHI**, a party to the foregoing Articles of Incorporation, personally known, or produced identification, type of identification produce Tbl- and I having first made known to him/her the contents of said Articles, he/she did acknowledge that he/she signed, Sealed and delivered the same as his/her voluntary act and deed.

Given under my hand seal of office the day and year aforesaid.



SEAL

*Belen M. Espeso*

Notary Public  
**BELEN M. ESPESO**

PRINT NAME

**DESIGNATION AS  
REGISTERED AGENT**

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That **HEALTHY FOOD ASSOCIATES, INC.** desiring to organize under the laws of the State of Florida, with its principal office at **5401 S. KIRKMAN RD, SUITE 310, ORLANDO, FL 32819** has named **PINAL JOSHI** located at **7862 ST. GILES PLACE, ORLANDO, FL 32835** as its registered agent to accept service of process in the state of Florida.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

*Pinal Joshi*

**PINAL JOSHI**  
INCORPORATER/REGISTERED AGENT