

P03000082278

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

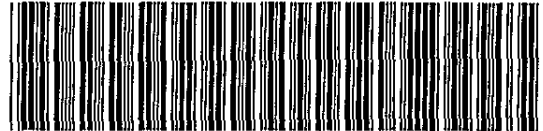
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500021512445

07/22/03--01032--008 \*\*78.75

FILED  
03 JUL 22 PM 2:56

g7/2.

Diane Goodman  
100 Lincoln Road #304  
Miami Beach, Florida 33139  
305-532-7963

July 16, 2003

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

RE: Diane Cooks, Inc.

To Whom It May Concern:

Enclosed, herewith, please find an original and one copy of the Articles of Incorporation for the captioned corporation. Further, I am enclosing my check in the amount of \$78.75, which represents the following fees:

|                          |                |
|--------------------------|----------------|
| (a) Filing Fee           | \$35.00        |
| (b) Certified Copy       | 8.75           |
| (c) Registered Agent Fee | 35.00          |
| Total                    | <u>\$78.75</u> |

Please file the original Articles of Incorporation and return a certified copy of same to the undersigned.

Your prompt attention to this matter will be appreciated.

Cordially yours,



Diane Goodman  
100 Lincoln Road #304  
Miami Beach, FL 33139

Enclosures: as stated

**ARTICLES OF INCORPORATION**

**OF**

**DIANE COOKS, INC.**

**ARTICLE I**

**NAME and MAILING ADDRESS**

The name of the corporation shall be:

Diane Cooks, Inc.

and its principal office and mailing address is:

100 Lincoln Road #304  
Miami Beach, FL 33139

Its business shall be carried on in the State of Florida, in the United States of America and elsewhere, as may be authorized by its Board of Directors.

**ARTICLE II**

**DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III**

**NATURE OF BUSINESS**

The general nature of the business to be transacted by the corporation shall be:

**SECTION I:** To prepare and serve food for consumption by private parties.

**SECTION II:** To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

**SECTION III:** To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to so engage in and carry on said business or businesses in Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth,

FILED  
03 JUL 22 PM 2:59  
CLERK OF DISTRICT COURT  
JUL 22 2022

whether herein specified or not, either alone or in connection with other firms, individuals or corporations, whether in this state or throughout the United States and elsewhere.

#### **ARTICLE IV**

##### **CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time, shall be 1,000 shares of Five (\$5.00) Dollars par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244 stock", as such term is defined in the Internal Revenue Code and the Regulations issued thereunder. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

#### **ARTICLE V**

##### **RESTRICTIVE STOCK AGREEMENTS**

Shareholders may enter into agreements with the corporation or with each other to control or restrict the transfer of stock, and such agreements may take the form of options, rights of first refusal, buy-sell agreements or any other lawful form of agreement.

#### **ARTICLE VI**

##### **ADDITIONAL POWERS**

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

#### **ARTICLE VII**

##### **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VIII**

**INITIAL REGISTERED AGENT AND OFFICE**

The corporation's initial registered agent and registered office is as follows:

Diane Goodman  
100 Lincoln Road #304  
Miami Beach, FL 33139

Acknowledgement and Consent of Registered Agent:

Having been named Registered Agent to accept service of process on the corporation at the initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
DIANE GOODMAN

**ARTICLE IX**

**INITIAL BOARD OF DIRECTORS**

**SECTION I:** The number of Directors constituting the initial Board of Directors is 1.

**SECTION II:** The name and address of each of the members of the first Board of Directors is as follows:

Diane Goodman  
100 Lincoln Road #304  
Miami Beach, FL 33139

**SECTION III:** The number of Directors may be increased or diminished from time to time in accordance with the By-Laws.

**ARTICLE X**

**INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

The corporation shall indemnify any Director or Officer, and shall have the power to indemnify any employee, agent or other person who was or is a party or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he was or is acting on behalf of, or at the request of the corporation. Such indemnification may take the form of court costs, attorneys' fees or other expenses incurred by such persons involved in such action, suit or proceeding.

**ARTICLE XI**

**AMENDMENT**

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders of the corporation at any meeting called expressly for that purpose, and all rights conferred on shareholders hereunder are granted, subject to this reservation.

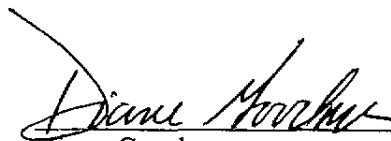
**ARTICLE XII**

**INCORPORATORS**

The names and addresses of each of the subscribers to these Articles of Incorporation and the number of shares of stock which each agrees to take are:

| <b><u>NAME</u></b> | <b><u>ADDRESS</u></b>                          | <b><u>SHARES</u></b> |
|--------------------|--|----------------------|
| Diane Goodman      | 100 Lincoln Road #304<br>Miami Beach, FL 33139 | 10                   |

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
17 day of July, 2003.

 (SEAL)  
Diane Goodman

STATE OF FLORIDA    )  
                                  ) SS:  
COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgements, personally appeared Diane Goodman, to me well known and known to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above, this 17 day of July, 2003.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA

My Commission Expires:

