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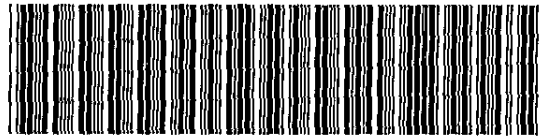
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DIVISION OF CORPORATIONS AND BUSINESSES
TALLAHASSEE, FLORIDA

09/02/03

CAPITAL CONNECTION, INC.

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

Shelton I, 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 _____
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- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
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- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
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ARTICLES OF INCORPORATION
OF
SHELOR I, INC.

03 SEP -2 PM 12:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **SHELOR I, INC.**

ARTICLE II
DURATION

This corporation shall have perpetual existence, which existence shall commence upon the time of filing and continue until terminated by unanimous agreement of the members.

ARTICLE III
PURPOSES

A. To erect, construct, establish, purchase, lease, and otherwise 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: 12529 Marsh Creek Dr., Ponte Vedra, Florida 32082

The name and address of the registered agent of this corporation are: Warren Shelor, 12529 Marsh Creek Dr., Ponte Vedra, Florida 32082.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles are: Warren Shelor, 12529 Marsh Creek Dr., Ponte Vedra, Florida 32082.

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>
WARREN SHELOR	12529 Marsh Creek Dr. Ponte Vedra, Florida 32082

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>
WARREN SHELOR	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 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 28 day of Aug, 2003.

AWK
WARREN SHELOR, Incorporator

STATE OF FLORIDA)
COUNTY OF Duval)

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State set forth above, personally appeared WARREN SHELOR, (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.

SWORN TO AND SUBSCRIBED before me in my presence this 28 day of August, 2003.



Christina Elmore
NOTARY PUBLIC
Print Notary Name: Christina Elmore
My Commission expires: 1/10/04

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above named corporation, SHELOR I, 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 28 day of AUG, 2003.

AWK
WARREN SHELOR, as Registered Agent