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STEWART & EVANS

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Division of Corporations

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Account Number : I19990000118
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FLORIDA PROFIT CORPORATION OR P.A.

nancyb, inc.

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ARTICLES OF INCORPORATION

OF

nancyb, inc.

ARTICLE I - NAME

The name of this Corporation shall be:

nancyb, inc.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by the Corporation shall be as follows:

- A. To engage in and carry on the business of a retail and wholesale bakery with related catering;
- B. To buy, sell, own, lease, rent or sublease buildings, parts of buildings, homes, manufacturing plants, hotels, motels and other types of improved property;
- C. To buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, services and tangible or intangible personal property of every nature and description;
- D. To buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, real estate of every nature and description;
- E. To construct buildings and otherwise improve real estate and dedicate streets and other thoroughfares therein;
- F. To employ such persons, firms or corporations as may be reasonably necessary to assist in the business of the Corporation; and
- G. To otherwise engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The Corporation shall also have the power to issue bonds, debentures or obligations for any lawful purpose of the Corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the directors may deem proper; and to lend and advance money or give credit to such persons and on terms determined by the directors, and in particular to customers and others doing business with the Corporation and to give guarantee or become surety for any persons; to assist in the organization, development, financing and refinancing of other worthy business enterprises; to hold, vote and exercise all

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of the rights of owners of such stock of other corporations and to delegate to any of its officers the power to hold, vote and exercise all the powers of any corporation, the stock of which shall be owned or controlled by this Corporation, except as prohibited by law; and to act as agent, broker or factor in any lawful business for any party or parties; and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects set forth herein, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit of the Corporation; with all the powers now or hereafter conferred by the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III - CAPITAL STOCK

The amount of capital stock authorized for the Corporation is a maximum of One Thousand (1,000) shares of common stock having no par value and which shall be issued as fully paid and nonassessable. The stock of this Corporation shall be so assigned, issued and transferred only in accordance with such bylaws as the Corporation shall from time to time make, change or alter with a lien reserved in favor of the Corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the Corporation.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have a perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State unless sooner dissolved according to law.

ARTICLE V - PRINCIPAL OFFICE

The address of the principal office of the Corporation is Unit 2, Breezeway Building North, 1025 Easter Lily Lane, Vero Beach, Florida 32963 or at such other place as may be designated by the directors from time to time. This Corporation shall have full power and authority to transact business and establish offices or agencies at such places as may be in its best interests.

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ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3355 Ocean Drive, Vero Beach, Florida 32963, and the name of the initial registered agent of this corporation at that address is William J. Stewart.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the by-laws of the Corporation but shall never be less than one. The name and address of the initial director of this corporation is:

Name	Address
Nancy B. McKown	2665 Ocean Drive Vero Beach, Florida 32963

ARTICLE VIII - POWERS OF BOARD OF DIRECTORS

In furtherance, and not in limitation, of the powers conferred by the Laws of the State of Florida, the Board of Directors is expressly authorized:

- To make and alter the bylaws of the Corporation;
- To fix the amount to be reserved as working capital over and above the paid-in capital stock of the Corporation;
- To borrow money for the use of the Corporation and to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation;
- If the bylaws so provide, to designate two (2) or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution or bylaws of this Corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation and have power to authorize the seal of this Corporation to be affixed to all papers which may require it.

This Corporation may in its bylaws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

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ARTICLE IX - SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation and the number of shares of stock which each agrees to take as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Nancy B. McKown	Unit 2 Breezeway Building North 1025 Easter Lily Lane Vero Beach, FL 32963	100

ARTICLE X - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock.

ARTICLE XI - LOSS OR DESTRUCTION OF STOCK CERTIFICATE

In case of loss or destruction of a certificate of stock, no new certificates shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE XII - MATTERS OF AGREEMENT

The Corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- A. Any limitations or restraint upon the transferability, alienation or assignment of stock;
- B. Any limitation or restraint upon the encumbrance or pledge of stock;
- C. Any agreements conferring preemptive right of purchase upon

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stockholders as conditions precedent to the sale of any stock;

- D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and,
- E. Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the Corporation and to implement the said agreement by bylaws of the Corporation.

ARTICLE XIV - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

(Signatures included on next page.)

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IN WITNESS WHEREOF, the undersigned, being the only subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, does hereby make, subscribe, acknowledge and file this certificate, declaring and certifying that the facts herein stated are true and does hereby agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly has set hand and seal this ____ day of September 2003.

 (SEAL)
NANCY B. McKOWN

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BE IT REMEMBERED, that on this 5th day of September, 2003, personally appeared before me, a Notary Public of the State of Florida, Nancy B. McKown, who has produced NA as identification or who is personally known to me to be the sole party to the foregoing certificate of Articles of Incorporation, and who has taken an oath and acknowledged the said certificate to be act and deed, and that the facts therein stated are truly set forth for the purposes of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, on the day and year last above written.


Notary Public.
My commission expires:

STATE OF FLORIDA



William John Stewart
My Commission DD188023
Expires March 30, 2007

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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of nancyb, inc., and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.


WILLIAM J. STEWART

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