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(Business Entity Name)

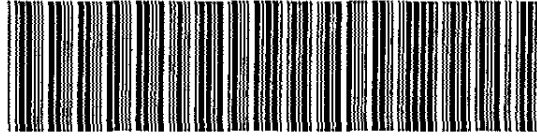
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES OF  
**JEROME A. SIMONS, P.A.**

EMERALD VILLAGE PROFESSIONAL PLAZA  
3864 SHERIDAN STREET  
HOLLYWOOD, FLORIDA 33021  
TELEPHONE: (954) 963-2225  
FAX: (954) 963-2227

JEROME A. SIMONS

DAVID J. SIMONS

January 28, 2004

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

Re: GOURMET GREENHOUSE, INC.

Gentlemen:

Enclosed please find the original and two copies of Articles of Incorporation for the above along with the Registered Agent Designation. I have enclosed my check in the amount of \$78.75 representing your fee as follows:

Filing Fee	\$35.00
Certified copy	8.75
Registered Agent Designation	<u>35.00</u>
Total	\$78.75

Please return one certified and one true copy to the undersigned. Thank you for your cooperation.

Yours truly,

JEROME A. SIMONS, P.A.

BY:   
JEROME A. SIMONS

mmp  
Enclosures

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**ARTICLES OF INCORPORATION**  
**OF**  
**GOURMET GREENHOUSE, INC.**

The undersigned hereby state for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of corporation for profit:

**ARTICLE I.**

The name of the corporation shall be:

**GOURMET GREENHOUSE, INC.**

**ARTICLE II.**

The general nature of the business and objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, to wit:

- A. To sell vegetarian foods including fruits and vegetables to the general public.
- B. To promote the preparation and packaging of vegetarian foods including fruits and vegetables
- C. To teach classes in the preparation of meals using vegetarian foods, including fruits and vegetables.
- D. To buy, sell, trade, exchange and operate a food mini mart and snack bar selling vegetarian food and general and sundry items to the general public.
- E. To buy, sell, rent and lease real estate for the use of the corporation.
- F. To buy, sell, rent and lease automobiles, vans, trailers, boats, trucks or other vehicles for the use of the corporation.
- G. It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Articles of Incorporation shall, except where otherwise so

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specified, be nowise limited or restricted by reference to or interference from the terms of any other paragraph or of any other Article in these Articles of Incorporation, but that the objects, purposes and powers specified in the article, and in each of the article or paragraphs of these articles, shall be regarded as independent objects, purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of a like nature. The enumeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference, any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of these laws of the State of Florida, now or hereafter in effect or implied by any reasonable constrictions of said law.

### **ARTICLE III** **COMMON STOCK**

The maximum number of shares of the corporation shall be One Thousand (1,000) shares, each having a par value of One Dollar (\$1.00) per share; and to be fully paid in and non-assessable; all of which will be common stock; and Five Hundred (500) shares shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold or transferred only in accordance with the By-Laws of the Corporation as the Corporation may from time to time make, and all of said shares of stock subscribed to shall be paid for either in cash, property, labor or services, it being recognized that property, labor or services rendered may be purchased or paid for with the common stock of the Corporation as a just valuation.

### **ARTICLE IV.** **AMOUNT OF CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this Corporation shall begin business shall be not less than One Thousand (\$1,000.00) Dollars, including cash and equipment.

#### **ARTICLE V.**

This Corporation shall have a perpetual existence unless dissolved according to the law.

#### **ARTICLE VI.**

The principal place of business of the Corporation shall be 5809 Hollywood Boulevard, City of Hollywood, County of Broward, State of Florida. Said Corporation shall have full power and authority to transact business and to establish offices and agencies in other places both within and without the State of Florida and in any foreign countries.

#### **ARTICLE VII.**

The business of the Corporation shall be conducted by a Board of Directors of not less than three nor more than five, to be increased at the discretion of the Board of Directors.

#### **ARTICLE VIII.**

The names and post office addresses of the first Board of Directors of this Corporation, all subject to the provisions of this Certificate, the By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year or until their successors are duly elected and qualified are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
BARBARA A. SIMONS	738 N. Crescent Drive Hollywood, FL 33021
YVONNE CHUCK-SHING	8651 N.W. 3 <sup>rd</sup> Street Pembroke Pines, FL 33024
LOLA LYE	7096 Taft Street Hollywood, FL 33024
DAVID J. SIMONS	3864 Sheridan Street Hollywood, FL 33021

### **ARTICLE IX.**

The names and post office addresses of the Officers of the Corporation are as follows:

BARBARA S. SIMONS	President	738 N. Crescent Drive Hollywood, FL 33021
YVONNE C. CHUCK-SHING	Vice President/ Secretary/ Treasurer	8651 N.W. 3 <sup>rd</sup> Street Pembroke Pines, FL 33024
LOLA LYE	Asst. Secretary/ Treasurer	7096 Taft Street Hollywood, FL 33024

### **ARTICLE X.** **NAMES AND ADDRESSES OF SUBSCRIBERS**

BARBARA A. SIMONS	<u>Shares</u> 250	738 N. Crescent Drive Hollywood, FL 33021
YVONNE C. CHUCK-SHING	250	8651 N.W. 3 <sup>rd</sup> Street Pembroke Pines, FL 33024

### **ARTICLE XI.**

The Directors may exercise all powers held by the Corporation not inconsistent with law, and in particular they may:

(a) Determine upon what terms and conditions stock certificates which have been lost or destroyed may be replaced or reissued.

(b) Make By-Laws for the exercise of corporate powers, the management regulation and government of the Corporation's property and affairs, the transfer of its stock and the calling and holding of meetings of its stockholders.



(c) Appoint such officers and agents as the affairs of the Corporation shall require, and allow for suitable compensation.

(d) Acquire by purchase, gift, or other lawful mode, shares of its own capital stock and the capital stock of other corporations.

(e) File a plan or any documents required by the Internal Revenue Code under Section 1244, pertaining to small business corporations or Sub-chapter S in the event the directors feel that it is in the Corporation's interest.

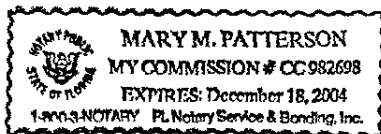
But this enumeration of powers shall not be held as in any manner curtailing the powers belonging to the directors by virtue of the Common and Statute Laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporators, being the same persons named in Article X above, do hereby subscribe for the number of shares of the common stock of the corporation set opposite their name in Article X, and in evidence thereof and of their desire to form this corporation do hereunto subscribe their name this 27 day of January, 2004.

  
BARBARA A. SIMONS  
  
YVONNE C. CHUCK-SHING

STATE OF FLORIDA     )  
COUNTY OF BROWARD    ) SS

The foregoing instrument was acknowledged before me this 27 day of January, 2004, by BARBARA A. SIMONS and YVONNE C. CHUCK-SHING who are personally known to me or who have produced \_\_\_\_\_ as identification and who did not take an oath.



  
NOTARY PUBLIC, State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT GOURMET GREENHOUSE, INC. DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT CITY OF HOLLYWOOD, Florida

HAS NAMED DAVID J. SIMONS LOCATED AT 3864 SHERIDAN  
STREET CITY OF HOLLYWOOD, STATE OF FLORIDA, AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

Barbara A. Simons  
(CORPORATE OFFICER)

TITLE:

PRESIDENT

DATE:

Jan 27, 04

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

DATE:

[Signature]  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FEB 11/04  
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