

P.040000061883

(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



500032938475

04/21/04--01034--012 **78.75

FILED
04 APR 21 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

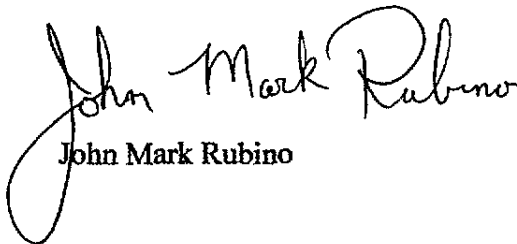
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

Subject: THE PASTRY DESIGN GROUP, INC.

To Whom It May Concern:

Enclosed are an original and one (1) copy of the articles of incorporation and a check for 78.75. If you have any questions, please feel free to contact me at 954-907-7292.
Thank you for your time.

Regards,


John Mark Rubino

ARTICLES OF INCORPORATION OF THE PASTRY DESIGN GROUP, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of this corporation is THE PASTRY DESIGN GROUP, INC., (hereinafter, "Corporation").

ARTICLE II – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III – PRINCIPAL OFFICE

The principal place of business of this corporation is 984 SW 1st Avenue, Pompano Beach, Florida 33060 and the mailing address is the same.

ARTICLE IV – INCORPORATOR

The name and street address of the incorporator is:

John Mark Rubino
984 SW 1st Avenue
Pompano Beach, Florida 33060

ARTICLE V – OFFICERS

The officers of the Corporation shall be:

President/Treasurer:	John Mark Rubino
Vice President/Secretary:	Milissa Kosko Rubino

whose address shall be the same as the principal office of the Corporation.

ARTICLE VI – DIRECTORS

The Director(s) of the Corporation shall be:

John Mark Rubino
Milissa Kosko Rubino
whose address shall be the same as the principal office of the Corporation.

FILED
04 APR 21 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII – CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.
- 7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of the Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE IX – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE X – POWERS OF THE CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XI – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XII – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation, the Corporation shall not be bound to recognize any equitable or other or not the Corporation shall have notice thereof.

ARTICLE XII – REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation is located at 984 SW 1st Avenue, Pompano Beach, Florida 33060. The name and address of the registered agent of this Corporation is John Mark Rubino, 984 SW 1st Avenue, Pompano Beach, Florida 33060.

ARTICLE XII – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XII – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XII – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XIII –INDEMNIFICATION

The Corporation shall indemnify a director or officer, or any former director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party, because the director or officer is or was a director or officer of the Corporation, against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is, or was, a director, officer, employee or agent of the Corporation, against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer or employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase or maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these articles of incorporation are deemed to include any amendment or successor hereto. Nothing contained in these articles of incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other matter. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All reference in these Articles of Incorporation to "director", officer, "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE IXX – INITIAL REGISTERED OFFICE AND AGENT

I, JOHN MARK RUBINO, the undersigned incorporator of this corporation, do hereby adopt the preceding Articles of Incorporation.

DATED this 14 day of April, 2004.



JOHN MARK RUBINO
984 SW 1st Avenue
Pompano Beach, Florida 33060
Telephone: (954) 946-9422

STATE OF FLORIDA)
COUNTY OF BROWARD)

John Mark Rubino, who personally appeared before me at the time of notarization, and who is personally known to me or produced identification in the form of and did take an oath, acknowledged the foregoing instrument before me this 14th day of April, 2004.



James E Lowry III
My Commission DD100863
Expires March 17 2006



NOTARY PUBLIC STATE OF FLORIDA AT LARGE
Print Name: JAMES E. LOWRY III

My Commission Expires:

**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 THE PASTRY DESIGN GROUP, INC. desires to organize or qualify under the laws of the State of Florida with its principal place of business in the State of Florida, has named, as its Registered Agent, John Mark Rubino, whose address is 984 SW 1st Avenue, Pompano Beach, Florida 33060, to accept service of process within Florida.

Signature: _____

John Mark Rubino
JOHN MARK RUBINO

DATED this 14 day of April, 2004.

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 further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: _____

John Mark Rubino
JOHN MARK RUBINO

DATED this 14 day of April, 2004.

FILED
04 APR 21 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA