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**FILED**  
2004 APR 26 A 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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April 26, 2004

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Cioffi Family Corporation

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Retrieval Request**

- Photocopy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

**ARTICLES OF INCORPORATION**

**OF**

**CIOFFI FAMILY CORPORATION**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**FILED**  
2004 APR 26 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation is CIOFFI FAMILY CORPORATION.

**ARTICLE II**

**EFFECTIVE DATE AND DURATION**

The effective date of this corporation shall be the date of the filing of these Articles with the Secretary of State of Florida and the duration of this corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The purpose of this corporation is to engage in any and all lawful business purposes, and any other activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV**

**STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 2,500 shares of Class A stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

**ARTICLE V**  
**AUTHORITY TO ISSUE WARRANTS**

The corporation is hereby expressly authorized and empowered, from time to time, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class or series of other securities, whether now or hereafter authorized, such rights or options to be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

**ARTICLE VI**  
**AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

**ARTICLE VII**  
**PRINCIPAL PLACE OF BUSINESS,**  
**INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is the law offices of Joseph C. Kempe, Professional Association, Attorneys and Counselors at Law, 941 North Highway A1A, Jupiter, Florida 33477, and the name of its initial registered agent at that address is Joseph C. Kempe, Esq. The principal place of business shall also be at that same address.

**ARTICLE VIII**  
**DIRECTORS**

The number of directors constituting the initial Board of Directors of this corporation is two (2). The name and address of persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified, as appointed by the Incorporator of the Corporation, is:

<u>Name</u>	<u>Address</u>
John J. Cioffi	301 South Seas Drive Jupiter, Florida 33477
Rose Cioffi	301 South Seas Drive Jupiter, Florida 33477
John J. Cioffi, Jr.	Box 1622 Quoque, NY 11858-0714
Carol A. Cioffi	221 Southaven Avenue Medford, NY 11763
Michael V. Cioffi	190 Oak Street Medford, NY 11763
Paul V. Cioffi	1301 First Avenue, Apt. 1416 Seattle, WA 98101

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Joseph C. Kempe, Esq.	Joseph C. Kempe, P.A. Professional Association Attorneys and Counselors at Law 941 North Highway A1A Jupiter, FL 33477

**ARTICLE X**  
**COMMON DIRECTORS**  
**TRANSACTIONS BETWEEN CORPORATIONS**

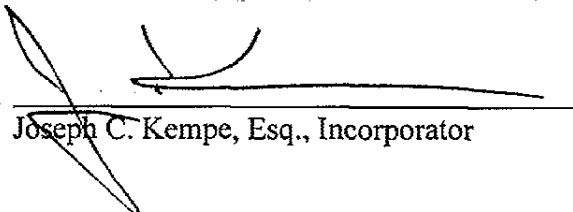
No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

**ARTICLE XI  
BYLAWS**

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

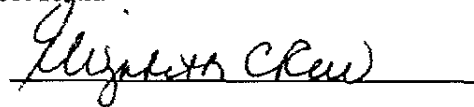
DATED THIS 26 day of March, 2004.

  
\_\_\_\_\_  
Joseph C. Kempe, Esq., Incorporator

STATE OF FLORIDA            )  
COUNTY OF PALM BEACH    )

~~2004~~ The foregoing instrument was acknowledged before me this 26 day of March, ~~year~~ by Joseph C. Kempe, Esq.,

who is personally known to me  
 who has produced \_\_\_\_\_ as identification  
and who did take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

  
\_\_\_\_\_  
ELIZABETH C. REW  
(Print name of Notary)  
Notary Public  
Commission Number: \_\_\_\_\_



Elizabeth C. Rew  
Commissioner # DD293779  
Expires: Feb. 24, 2008  
Provided Through  
Atlantic Bonding Co., Inc.

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

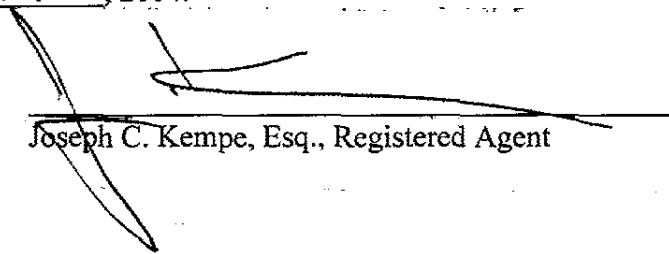
In compliance with the Florida Statutes, the following is submitted:

CIOFFI FAMILY CORPORATION, a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Joseph C. Kempe, Esq., located at the law offices of Joseph C. Kempe, Professional Association, Attorneys and Counselors at Law, 941 North Highway A1A, Jupiter, Florida 33477, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

**ACKNOWLEDGEMENT AND ACCEPTANCE**

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.

DATED: the 26 day of March, 2004.

  
Joseph C. Kempe, Esq., Registered Agent

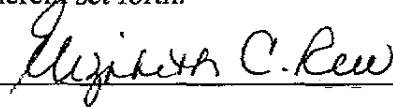
STATE OF FLORIDA            )  
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who is personally known to me

who has produced \_\_\_\_\_ as identification

and who did take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

  
ELIZABETH C. REW  
(Print name of Notary)  
Notary Public Commission Number \_\_\_\_\_



Elizabeth C. Rew  
Commission # DD293779  
Expires: Feb. 24, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2004 APR 26 A 10:52

**FILED**