

POY000111010

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H040001551123))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : KELESKE & VAN EEOEL, P.A.
Account Number : I20040000117
Phone : (813)254-0044
Fax Number : (813)254-0025

FLORIDA PROFIT CORPORATION OR P.A.

Olga's Bakery & Deli, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

RECEIVED
DIVISION OF STATE
BILLMASSEZ, FLORIDA
04 JUL 28 PM 1:49

Electronic Filing Menu

Corporate Filing

Public Access Help

TS 7/28/04

(((H04000155112 3)))

ARTICLES OF INCORPORATION
OF
OLGA'S BAKERY & DELI, INC.

The undersigned Incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation shall be:

OLGA'S BAKERY & DELI, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this Corporation shall be 33248 Darby Trail, Dade City, Florida 33523.

ARTICLE III
CAPITAL STOCK

1. Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this Corporation shall be Ten Thousand (10,000) shares of common stock, par value \$1.00 per share (the "Common Stock").

2. Payment for Stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property, or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. Voting. The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of Directors.

4. Dividends. Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

ARTICLE IV
EXISTENCE OF CORPORATION

This Corporation shall have perpetual existence.

(((H04000155112 3)))

RECEIVED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

06 JUL 28 PM 1:49

FILE

((H04000155112 3))

ARTICLES OF INCORPORATION OF
OLGA'S BAKERY & DELI, INC..

PAGE 2

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation shall be located at 33248 Darby Trail, Dade City, Florida, 33523 and the initial registered agent of this Corporation at such office shall be Christopher P. Dious. This Corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VI
BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of a number of Directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall consist of two (2) members, who shall hold office until a successor has been duly elected and qualified. The names and street addresses of the initial Directors are:

<u>Name</u>	<u>Address</u>
CHRISTOPHER P. DIOUS	33248 Darby Trail Dade City, Florida 33523
LORI L. DIOUS	33248 Darby Trail Dade City, Florida 33523

((H04000155112 3))

((H04000155112 3)))

ARTICLES OF INCORPORATION OF
OLGA'S BAKERY & DELI, INC..

PAGE 3

ARTICLE VIII
INCORPORATOR

The name and street address of the Incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
CHRISTOPHER P. DIOUS	33248 Darby Trail Dade City, Florida 33523.

ARTICLE IX
BUSINESS AND PURPOSES

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE X
BYLAWS

(a) The Bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States of America.

(b) The power to adopt the bylaws of this corporation, or to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed, or a new bylaw in lieu thereof may be adopted, by a majority vote of the stockholders entitled to vote thereon, present and voting at a duly convened annual or special meeting of the stockholders at which a quorum is established, or by the written consent of a majority of all of the stockholders of record entitled to vote thereon. No bylaw which has been so adopted, altered, amended, or repealed by such a vote of the stockholders may be altered, amended or repealed by a vote of the Board of Directors until two years shall have expired since such action by the stockholders.

((H04000155112 3)))

((H04000155112 3)))

ARTICLES OF INCORPORATION OF
OLGA'S BAKERY & DELI, INC..

PAGE 4

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation. Any such amendment shall be adopted, and may be amended or modified, by a majority vote of the stockholders present and voting at a duly convened annual or special meeting of the stockholders at which a quorum is established or by the written consent of a majority of all of the stockholders of record as of the date of the written action

ARTICLE XII
AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 27 day of July, 2004.


CHRISTOPHER P. DIOUS

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, CHRISTOPHER P. DIOUS, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 27 day of July, 2004.


CHRISTOPHER P. DIOUS

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

04 JUL 28 PM 1:49

FILED

((H04000155112 3)))