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04 AUG 12 PM 12:41  
DIVISION OF CORPORATION

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04 AUG 12 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

✓ (Signature) 8-12-04



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 845769 3487A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 78.75

ORDER DATE : August 12, 2004

ORDER TIME : 11:37 AM

ORDER NO. : 845769-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Jennifer L. Shariff-bey  
Icard Merrill Cullis Timm  
Furen & Ginsburg, Pa  
Suite 600  
2033 Main Street  
Sarasota, FL 34237

DOMESTIC FILING

NAME: FLORIDA SMOOTHIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**

**OF**

**FLORIDA SMOOTHIES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation ("Corporation") is Florida Smoothies, Inc.

**ARTICLE II - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III - PURPOSES**

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 470 Bellini Circle, Nokomis, FL 34275.

**ARTICLE V - CAPITAL STOCK**

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized to issue and have outstanding is Ten Thousand (10,000) shares of Common Stock, having a par value of Ten and 00/100 Dollars (\$10.00) per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

**ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The initial street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. The initial registered agent for the Corporation at that address is Bruce P. Chapnick, Esq.

## **ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is Bruce P. Chapnick, Esq., Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237.

## **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

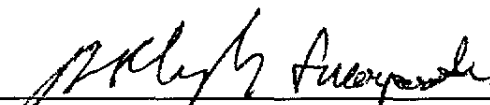
## **ARTICLE IX - AMENDMENT**

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

## **ARTICLE X - SHAREHOLDER ACTION**

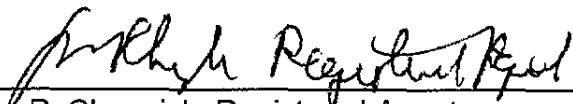
An affirmative vote of fifty-one percent (51%) of the shares of the capital stock of the Corporation shall be required for any Shareholder action.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 11<sup>th</sup> day of August, 2004.

  
\_\_\_\_\_  
Bruce P. Chapnick, Incorporator

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Florida Smoothies, Inc. at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

  
\_\_\_\_\_  
Bruce P. Chapnick, Registered Agent  
Date: August 11, 2004

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