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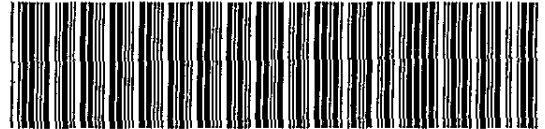
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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B. WHITE AUG 30 2004

## TRANSMITTAL LETTER

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

SUBJECT: Re-Load Beverage Corporation  
(PROPOSED CORPORATE NAME) - MUST INCLUDE SUFFIX

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: KEN LEWIS  
Name (Printed or typed)

129 SARONA Circle  
Address

Royal Palm Beach, FL 33411  
City, State & Zip

**ARTICLES OF INCORPORATION**  
**OF RE-LOAD BEVERAGE CORPORATION**

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The undersigned incorporators associate themselves with the intention of forming a professional corporation pursuant to Chapters 607 and 621 of the Florida Statutes and adopt the following articles of incorporation for the corporation:

**ARTICLE ONE**

**NAME**

The name of the corporation is Re-Load Beverage Corporation.

**ARTICLE TWO**

**PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 4095 State Rd. 7, Ste. L, PMB 305, Lake Worth, FL 33467. The name and address of the initial registered agent of the corporation is Richard M. Gregg, Esq., 600 Sierra Circle, Coral Gables, FL 33156.

**ARTICLE THREE**

**DURATION**

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

**ARTICLE FOUR**

**PURPOSE**

The purpose of this corporation is to engage in the manufacturer and distribution of beverage products, but it may engage in any lawful business.

**ARTICLE FIVE**

**CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 10,000,000 shares. These shares shall be of a single class of common stock, and shall have no par value.

## ARTICLE SIX

### TAX ELECTION

The corporation shall elect normal corporate tax status for federal and state purposes.

## ARTICLE SEVEN

### CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

## ARTICLE EIGHT

### CAPITALIZATION

The amount of capital with which the corporation shall begin to perform its business is not less than \$1,000.00.

## ARTICLE NINE

### RESTRICTION ON TRANSFER OF SHARES

All shares issued by this corporation shall be considered restricted and not freely transferable or alienable. Shares may only be sold with the unanimous consent of the board of directors. This restriction shall continue until such time as this corporation is merged or acquired by another corporation, and at such time said restriction shall cease to exist. All shares, when issued, shall have the notation conspicuously on them that states that the shares are restricted, and shall have them removed when they become freely transferable.

## ARTICLE TEN

### MANAGEMENT

The corporation shall be managed by a board of directors, which initially shall consist of three (3) board members, and whose numbers may be increased or decreased, according to the By-Laws, which shall be promulgated and adopted within sixty (60) days of the filing of this document. The names and addresses of the initial board members are as follows:

No director or officer of the corporation shall be personally liable to the corporation or any of its shareholders for damages or breach of fiduciary duty as a director or officer, except as required by law under the business judgment rule.

#### ARTICLE ELEVEN

##### INCORPORATORS

The name, street addresses and initial percentage ownership of the outstanding shares to be issued of each person signing these articles of incorporation as an incorporator are:

- |    |                |  |     |
|----|----------------|--|-----|
| 1) | Ken Lewis      | 129 Saron Cir.<br>Royal Palm Beach, Fl 33411 | 50% |
| 2) | Harold Plotkin | 640 N. Shore Dr.<br>Miami Beach Fl 33141     | 50% |

#### ARTICLE TWELVE

##### DISSOLUTION

The corporation may be dissolved upon the following events happening: the unanimous consent of all shareholders or the State of Florida dissolving said corporation for cause. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders, pro rata.

#### ARTICLE THIRTEEN

##### FOREIGN REGISTRATION

The corporation shall, upon the initial distribution of its product in an individual state, register as a foreign corporation in that state.

#### ARTICLE FOURTEEN

##### AMENDMENTS

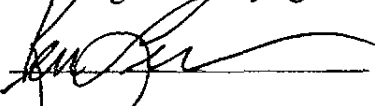
The corporation reserves the right to alter, amend, change or repeal and provision contained in this Articles of Incorporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE THE UNDERSIGNED, being the incorporators named in Article Eleven, do hereby make and file these Articles for the purpose of forming a new corporation, hereby declaring and certifying that the facts contained herein are true.

  
Ken Lewis

8/18/04  
Date

  
Harold Plotkin

8/18/04  
Date

**ACCEPTANCE OF REGISTERED AGENT**

I, RICHARD M. GREGG, of 600 Sierra Circle, Coral Gables FL 33156, do hereby accept the initial appointment as the registered agent of RE-LOAD BEVERAGE CORP. and will accept all service of process for the same.

  
Richard M. Gregg, Esq

8/17/04  
Date