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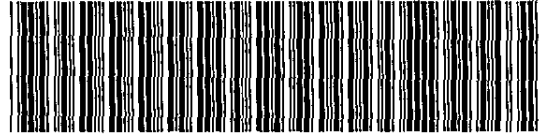
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

09-0824
D

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bella's Fine Dining, Inc.

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

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Will Pick Up _____

ARTICLES OF INCORPORATION FOR BELLA'S FINE DINING, INC.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Article I Corporate Name

The name of the corporation is BELLA'S FINE DINING, Inc.

Article II Principal Office

The principal place of business of this corporation is 1215 Duval Street, Key West, Florida, 33040 . The mailing address is P.O. Box 1974, Key West, Florida 33041.

Article III Purpose

In addition to the powers authorized by the laws of the State of Florida for corporations, the general nature of the business or businesses to be transacted, and which the corporation is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of corporations

for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under Florida laws, lawfully carry on, exercise, or do.

Article IV Capital Stock

The maximum number of shares this corporation is authorized to issue is one thousand (1000) shares, all of which shall be common shares. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) natural persons, or the estate of such natural persons. Additionally, no stock shall be issued or transferred to a nonresident alien. 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 V Initial Registered Agent and Office

The name and address of the initial registered agent are William W. Haines, 811 United Street, Key West, Florida 33040.

Article VI Incorporator

The name and street address of the incorporator of these Articles of Incorporation are William W. Haines, 811 United Street, Key West, Florida 33040.

**Article VII
Officers**

The names, addresses and positions held by the initial officers of this corporation are as follows:

William W. Haines	811 United Street	President/Secretary
	Key West, Florida 33040	Treasurer

**Article VIII
Initial Directors**

The names and street addresses of the initial directors of this corporation are:

William W. Haines	811 United Street
	Key West, Florida 33040

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



WILLIAM W. HAINES, Registered Agent

9/3/04
Date



WILLIAM W. HAINES, Incorporator

9/3/04
Date