

P04000153685

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000042447860

11/08/04--01020--004 \*\*78.75

2004 NOV -3 PM 12:54  
RECEIVED

FILED

11-10-04  
11/11/04

# BOSWELL & DUNLAP LLP

ATTORNEYS AT LAW

Charles E. Bentley  
Clarence A. Boswell  
Dabney L. Conner  
George T. Dunlap, III  
Keith D. Miller  
Frederick J. Murphy, Jr.  
Sean R. Parker  
Donald H. Wilson, Jr.

*Established 1900*

November 5, 2004

245 South Central Avenue  
P.O. Drawer 30  
Bartow, Florida 33831  
Phone: (863) 533-7117  
Fax: (863) 533-7412

Sender's e-mail address:  
fjm@bosdun.com

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

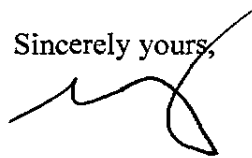
Re: Weiner Haven, Inc.

To Whom It May Concern:

Enclosed please find Articles of Incorporation, Certificate Designating Registered Office and Registered Agent, and our check for \$78.75, which represents fees for filing, Registered Agent Designation and a certified copy of the Articles of Incorporation.

Please return the certified copy directly to me at your earliest convenience.

Sincerely yours,



Frederick J. Murphy, Jr.

FJM:bch  
Enclosures

cc: Mr. Mike Easterling

**ARTICLES OF INCORPORATION**  
**of**  
**WEINER HAVEN, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under Chapter 607 of the Statutes of the State of Florida.

**ARTICLE I.**

**Name**

The name of this corporation is: WEINER HAVEN, INC.

**ARTICLE II.**

**Purpose and Powers**

The Corporation is organized for the purpose of engaging in the business of a restaurant/food establishment and any other business, whether related thereto or not, permitted by the laws of this state or any other state or country, in which it desires to do business.

The Corporation may do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

**FILED**  
2004 NOV -8 P 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### **ARTICLE III.**

#### **Capital Stock**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

### **ARTICLE IV.**

#### **Initial Capital**

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

### **ARTICLE V.**

#### **Term of Existence**

This Corporation is to exist perpetually.

### **ARTICLE VI.**

#### **Address**

The mailing address of this Corporation is 919 North Lake Howard Drive, Winter Haven, Florida 33881, and the initial street address of the principal office of this Corporation in the State of Florida is 919 North Lake Howard Drive, Winter Haven, Florida 33881. The initial Registered Office of this Corporation is 245 South Central Avenue, Bartow, Florida 33830 and the initial Registered Agent at said office is Frederick J. Murphy, Jr.. The Corporation shall have the power to move the office to another location in the State of Florida from time to time as may be determined by the Board of Directors.

## ARTICLE VII.

### Directors

The number of the directors comprising the Board of Directors of this Corporation shall be five (5) but the same may be increased or decreased from time to time by majority vote of the Board of Directors.

The names and street addresses of the members of the first Board of Directors of this Corporation, to serve until the first annual meeting, or until after his or her successor is elected and has qualified, are as follows:

<u>Name</u>	<u>Address</u>
Erik E. Easterling	919 North Lake Howard Drive Winter Haven, Florida 33881
Mike Easterling	919 North Lake Howard Drive Winter Haven, Florida 33881
Janice O. Easterling	919 North Lake Howard Drive Winter Haven, Florida 33881
Anna Easterling Harp	3706 Coffman Road Winter Haven, Florida 33881
Jan Celeste Easterling	6625 Michelle Cove Horn Lake, MS 38637-1611

## **ARTICLE VIII.**

### **Officers**

The officers of this Corporation shall be a President, Vice-Presidents, Secretary, Treasurer and such other officers as may be authorized by majority vote of the Board of Directors. The names and street addresses of the officers of the Corporation to serve until the first annual meeting or until a successor is elected and has qualified, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Erik E. Easterling	919 North Lake Howard Drive Winter Haven, Florida 33881	President
Janice O. Easterling	919 North Lake Howard Drive Winter Haven, Florida 33881	Secretary/Treasurer
Anna Easterling Harp	3706 Coffman Road Winter Haven, Florida 33881	Vice-President
Jan Celeste Easterling	6625 Michelle Cove Horn Lake, MS 38637-1611	Vice-President

## **ARTICLE IX.**

### **Incorporator**

The names and addresses of the incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Erik E. Easterling	919 North Lake Howard Drive Winter Haven, Florida 33881
Mike Easterling	919 North Lake Howard Drive Winter Haven, Florida 33881
Janice O. Easterling	919 North Lake Howard Drive Winter Haven, Florida 33881

## **ARTICLE X.**

### **Subscriber to Stock**

The names, addresses and number of shares of the subscribers to stock in this Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Erik E. Easterling	919 North Lake Howard Drive Winter Haven, Florida 33881	200
Mike Easterling	919 North Lake Howard Drive Winter Haven, Florida 33881	200
Janice O. Easterling	919 North Lake Howard Drive Winter Haven, Florida 33881	200
Anna Easterling Harp	3706 Coffman Road Winter Haven, Florida 33881	200
Jan Celeste Easterling	6625 Michelle Cove Horn Lake, MS 38637-1611	200

## **ARTICLE XI.**

### **Restraint on Alienation of Shares**

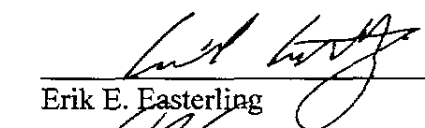
The Board of Directors of the Corporation shall have the power to include in the By-Laws, if ratified by a two-thirds majority of the stockholders of the Corporation, in a separate agreement between all parties any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Board of Directors.

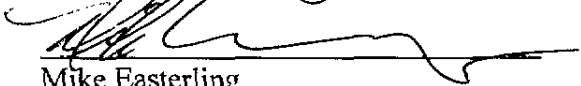
**ARTICLE XII.**

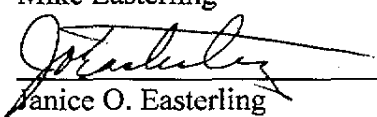
**Amendment**

These Articles of Incorporation may be amended by majority vote of the Board of Directors in the manner provided by law. Every amendment shall be approved by majority vote of the stockholders.

**IN WITNESS WHEREOF**, the undersigned subscribing incorporators have hereunto set their hands and seals this 4th day of November, 2004, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make, subscribe, acknowledge and file in the office of the Secretary of State and certify these Articles of Incorporation and certify that the facts contained herein are true.

  
Erik E. Easterling

  
Mike Easterling

  
Janice O. Easterling  
Incorporators




STATE OF FLORIDA  
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Erik E. Easterling, who is personally known to be the person described in as a subscriber and who executed the foregoing Articles of Incorporation, and after being sworn by me, acknowledged before me that he subscribed to these Articles of Incorporation as his voluntary act and deed and that the facts set forth herein are true and correct.

WITNESS my hand and official seal in the County and State named above this 4<sup>th</sup> day of November, 2004.

*Barbara McKenzie*  
Notary Public

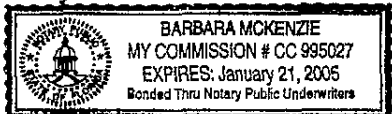


STATE OF FLORIDA  
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Mike Easterling, who is personally known to be the person described in as a subscriber and who executed the foregoing Articles of Incorporation, and after being sworn by me, acknowledged before me that he subscribed to these Articles of Incorporation as his voluntary act and deed and that the facts set forth herein are true and correct.

WITNESS my hand and official seal in the County and State named above this 4<sup>th</sup> day of November, 2004.

*Barbara McKenzie*  
Notary Public



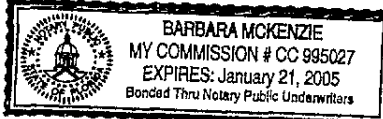
STATE OF FLORIDA  
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Janice O. Easterling, who is personally known to be the person described in as a subscriber and who executed the foregoing Articles of Incorporation, and after being sworn by me, acknowledged before me that she subscribed to these Articles of Incorporation as her voluntary act and deed and that the facts set forth herein are true and correct.

WITNESS my hand and official seal in the County and State named above this 4<sup>th</sup> day of November, 2004.

*Barbara McKenzie*  
Notary Public

THIS INSTRUMENT PREPARED BY:  
Frederick J. Murphy, Jr.  
Boswell & Dunlap LLP  
245 South Central Avenue  
Post Office Drawer 30  
Bartow, Florida 33831  
(863) 533-7117



**FILED**  
7004 NOV -8 P 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING  
REGISTERED OFFICE AND REGISTERED AGENT

In pursuance of Section 48.091 and Section 607.0501, Florida Statutes,  
the following is submitted in compliance with said provisions:

That **WEINER HAVEN, INC.**, desiring to organize under the laws of  
the State of Florida with its principal office, as indicated in the Articles of  
Incorporation, in the City of Bartow, County of Polk, State of Florida, has  
designated Boswell & Dunlap LLP, 245 South Central Avenue, Bartow, Florida  
33830 as its registered office and Frederick J. Murphy, Jr., Esquire, as its  
registered agent at said office to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated  
corporation, at the registered office designated in this certificate, I hereby accept  
to act in this capacity, and agree to comply with said provisions relative to  
keeping open said office.

By \_\_\_\_\_

Registered Agent