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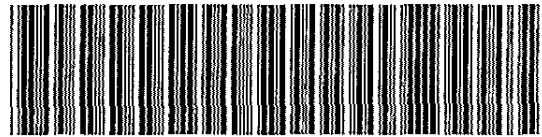
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03/29/05--01058--002 **78.75

TRANSMITTAL LETTER

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

SUBJECT: Empty Nest Holdings, Inc.
(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: Robert L. Wernick
Name (Printed or typed)

9204 N.W. 2nd St.
Address

Coral Springs, FL 33071
City, State & Zip

(954) 340-0888
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

EMPTY NEST HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby present these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: EMPTY NEST HOLDINGS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal mailing address of the corporation is:
9204 NW 2nd St.
Coral Springs, FL 33071

The anticipated principal place of business will be
14537-B Military Trail
Delray Beach, Florida, 33484

The Board of Directors may, from time to time, move the principal place of business or the principal mailing address to any other address in the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business. This may include, but is not limited to, the purchase and operation of a Quiznos franchise at the Delray Beach location noted in Article II.

ARTICLE IV - SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V - INITIAL OFFICERS AND/OR DIRECTORS

The names, addresses, titles and number of shares of the corporation owned by each of the initial members of the Board of Directors are:

Robert L. Wernick, President and Treasurer (750 shares)
9204 NW 2nd Street
Coral Springs, FL 33071

Mitchell E. Freedman, Vice President and Secretary (250 shares)
1213 Spring Circle
Coral Springs, FL 33071

The number of directors may be increased or decreased from time to time, by by-laws adopted by the shareholders.

ARTICLE VI - REGISTERED AGENT

The name and address of the registered agent is:

Robert L. Wernick
9204 NW 2nd Street.
Coral Springs, FL 33071

ARTICLE VII - INCORPORATOR

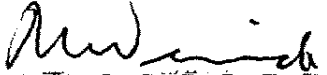
The name and address of the Incorporator is:

Robert L. Wernick
9204 NW 2nd Street
Coral Springs, FL 33071

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.


Robert L. Wernick/ Registered Agent

3/28/05
Date


Robert L. Wernick / Incorporator

3/28/05
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA