

P05000060455

Domingo A. Bermudez  
6020 SW 8<sup>th</sup> Street Lot #C302  
Miami, Florida 33144

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

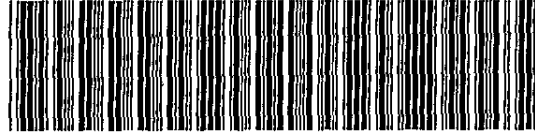
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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N. Culligan APR 26 2005

**CERTIFICATE OF INCORPORATION OF  
D & R COFFEE SHOP, CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 APR 25 AM 9:12

We, the undersigned, in order to form a Corporation for profit for the purpose hereinafter state, under the provision of the Florida Statutes, do hereby subscribed to this certificate of Incorporation, and do adopt the following Articles of Incorporation:

**ARTICLES OF INCORPORATION**

**ARTICLE I**

The name of the Corporation shall be:

**D & R COFFEE SHOP, CORPORATION**

**ARTICLE II**

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

- a. This Corporation is organized with the purpose to engage in Food Service/Coffee Shop services and all other lawful related activities permitted under the laws of the State of Florida and the United States of America.
- b. To enter into, make and perform contracts with any person, firm, association or corporation, town, city, country, state, territory or government.
- c. To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of an deal in lands and leaseholds, and any franchises, licenses or privileges necessary, convenient or appropriate for any of the person, whether as principals, agents, trustees, otherwise.
- d. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon.
- e. To purchase, hold, sell and transfer the shares of capital stock except from the surplus of stocks belonging to it shall no be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or votes thereon.
- f. To do all and everything necessary and proper for the accomplishment of the objectives enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the attainment of the objectives for the Corporation whether or not such business is similar in nature to the objects set

forth in these Articles of Incorporation and to do any all things herein before set for the same extend as natural person might or could do.

### **ARTICLE III**

The maximum number of shares of stock which this corporation shall have outstanding any time shall be five hundred shares all of which shall be \$10.00 per value and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America, or in service of property at just valuation, to be fixed by the Director of this Corporation at the organizational meeting, or any other meeting held for that purpose.

### **ARTICLE IV**

The initial registered officer of the Corporation, Domingo A Bermudez, President and the initial registered agent at such address 6020 SW 8<sup>th</sup> Street Lot #C-302 Miami, Florida 33144.

### **ARTICLE V**

This corporation is to have perpetual existence.

### **ARTICLE VI**

The initial Post Office address of the principal office of this corporation in the State of Florida is: 6020 SW 8<sup>th</sup> Street Lot #C-302 Miami, Florida 33144

### **ARTICLE VII**

This Corporation shall have Director initially. The number of directors may be increased or diminished from time to time, by law adopted by the stockholders, but never be less than two.

### **ARTICLE VIII**

The names and post office addresses of the first Board of Directors and officers of this corporation who shall hold office for the first year of its existence or until successors are elected and qualified are as follow:

Domingo A Bermudez (FULL NAME)	President/Treasurer (TITLE)	6020 SW 8 street Lot #C302 Miami, Fl 33144 (ADDRESS)
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Roberto Garcia (FULL NAME)	Secretary (TITLE)	5315 West 25 <sup>th</sup> Court Miami, Florida 33016 (ADDRESS)
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### **ARTICLE IX**

The names and post office addresses of the subscribers to the Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of capital which the corporation will begin business, is as follows:

Domingo A Bermudez  
(FULL NAME)

President/ Treasurer  
(TITLE)

6020 SW 8 street Lot #C302 Miami, Fl 33144  
(ADDRESS)

Roberto Garcia  
(FULL NAME)

Secretary  
(TITLE)

5315 West 25<sup>th</sup> Court Hialeah, FL 33016  
(ADDRESS)

## **ARTICLE X**

The management and control of the business of the Corporation shall be conducted under the directions of the Board of Directors by officer who shall be elected by the Board of Directors, to wit; a president, one or more vice-president, a treasurer, and a secretary, one or more of said officers may hold one or more officer except that the president may not also be the secretary or assistant secretary. No person holding two offices shall act in or execute any instrument in the capacity of more than one office.

## **ARTICLE XI**

These Articles of Incorporation be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitle to vote thereon.

## **ARTICLE XII**

In furtherance, and no in limitation of the powers conferred by statutes the Board of Directors is expressly authorized:

- a. To adopt and amend the by-laws of this corporation provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.
- b. To authorized and cause to be executed mortgages and liens upon the real and personal property of this corporation.

When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at stockholder's meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at

least a majority of the voting power, to sell, lease, or exchange all of this property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as it Board of Directors deem expedient and for the best interest of the corporation. IN WITNESS WHEREOF, the incorporates have hereunto set their respective hand and seal this 28<sup>th</sup> day of February, 2005.

  
Domingo A. Bermudez  
President/Treasurer

  
Roberto Garcia  
Secretary

1. The name of the corporation is: **D & R COFFEE SHOP, CORPORATION.** The name and address of the registered agent and office is:

**Domingo A. Bermudez  
6020 SW 8<sup>th</sup> Street Lot #C302  
Miami, Florida 33144**

SIGNATURE: 

TITLE: President / Treasurer

DATE: 4/20/05

Having been named as registered and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with an accept the obligation of my position as registered agent.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05 APR 25 AM 9:13

STATE OF FLORIDA)

SS

COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared; DOMINGO A. BERMUDEZ, and ROBERTO GARCIA to be known to be the persons described as subscribers in, who executed the foregoing Articles of Incorporation and acknowledged before that they subscribed to those Articles of incorporation.



Domingo A. Bermudez  
President/Treasurer

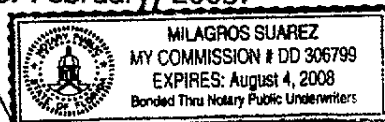


Roberto Garcia  
Secretary

State of Florida  
County of Dade

Sworn and subscribed before me this 28<sup>th</sup> day of February, 2005.

  
Milagros Suarez  
Notary Public  
State of Florida at large



My commission expires