

P05000082749

(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



100055170151

06/07/05--01032--015 \*\*78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 JUN -7 PM 3:45

RECEIVED  
05 JUN -7 AM 10:49  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

D. Brown JUN - 8 2005

Charter Number Only

VALIDATION ONLY

6/6/05 Gema

Russomanno & Vorrello

Requestor's Name

50 W. Flagler St. #2101

Address

miami FL 33130

City

State

ZIP

Phone

(305) 373-2101

CORPORATION(S) NAME

GIO'S Diner, INC.

☒ Profit  
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W P Verifier



Empire Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION**  
**OF**  
**GIO'S DINER, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 JUN -7 PM 3:45

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**GIO'S DINER, INC.**

**ARTICLE II**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III**

The principal place of business and mailing address of this corporation shall be:

4000 S.W. 57<sup>TH</sup> Avenue, Miami, Florida 33155

**ARTICLE IV**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statue S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of his state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stocks bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purpose;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue S607.014;

## ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00

Unless otherwise sated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

## ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Gema M. Palazzotto  
4000 S.W. 57<sup>th</sup> Avenue  
Miami, Florida 33155

## ARTICLE VII

The initial board of Directors shall consist of total of 2 person(s) and the name and address of the person(s) who are to serve as initial directors are:

Giovanni Palazzotto, Sr. President, Director	Owning 35% of the shares
Gema M. Palazzotto, Vice-President, Director	Owning 35% of the shares
Lisette M. Llorca, Treasurer, Director	Owning 15% of the shares
Giovanni Palazzotto, Jr., Secretary, Director	Owning 15% of the shares

## ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Giovanni Palazzotto  
4000 S.W. 57<sup>th</sup> Avenue  
Miami, Florida 33155

The undersigned has executed these Articles of Incorporation this \_\_\_\_\_ day of June, 2005.

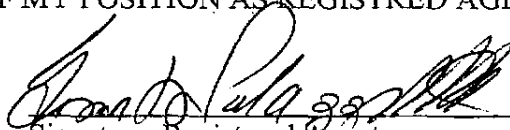
  
\_\_\_\_\_  
Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that **GIO'S DINER, INC.**, desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Gema M. Palazzotto, located at 4000 S.W. 57<sup>th</sup> Avenue, Miami Dade, Florida 33155 State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT 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 FRUTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Signature, Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF REGISTRATION  
05 JUN -7 PM 3:45