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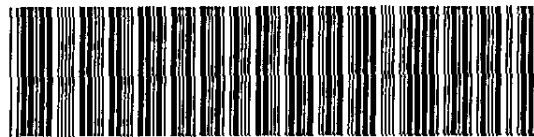
(Business Entity Name)

(Document Number)

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

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05 JUN 30 PM 4:14  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

28.6-30

## TRANSMITTAL LETTER

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

SUBJECT: Royale With Cheese Tees, 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: Michael L. Brvsca Jr.  
Name (Printed or typed)

424 East Central Blvd Suite 240  
Address

Orlando FL 32801  
City, State & Zip

(407) 375-3909  
Daytime Telephone number

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

**Articles of Incorporation  
Of  
ROYALE WITH CHEESE TEES, INC.**

FILED  
05 JUN 30 PM 4:14  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

The undersigned subscribers, being of natural persons of the age of twenty-one years or more for the purpose of forming a corporation for profit under Florida Statutes do hereby associate themselves together to form a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation.

**ARTICLE ONE**

The name of the corporation is ROYALE WITH CHEESE TEES, INC.

**ARTICLE TWO**

The address of the corporation's initial <sup>principal</sup>~~registered~~ office in the State of Florida is 424 E. Central Boulevard, Suite 240, Orlando, Florida 32801 and the names of the initiating agents are Michael L. Brusca Jr. and Mandy M. Brusca.

**ARTICLE THREE**

The corporation is formed for the following purposes:

- (a) To establish, conduct and carry on the general business of residential or commercial building construction, improvement, remodeling, renovation, and dismantling, either as a general contractor or as a subcontractor; and any activities related or incident to such business and its operation;

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- (b) To design, create, prepare, construct, repair, refinish or otherwise bring about any and all items and materials related to buildings, yards, parking facilities, and items of infrastructure; and to deal in all products related thereto and any lawful products for any lawful markets incident or convenient to the conduct of any object of the corporation;
- (c) To purchase, lease, rent or otherwise acquire, equip, improve, maintain and operate plants, offices, garages, warehouses, stores, and other facilities incident or convenient to the conduct of any object of the corporation;
- (d) To buy, sell, lease own and operate any and all types of machines and equipment, whether incident to the primary purpose of the corporation or not;
- (e) To act as agents, factors, brokers, carriers, contractors, manufacturers, appraisers, owners, licensors, licensees, lessors, lessees or otherwise in entering into, undertaking, performing, carrying out, or conducting any and all things set forth in this certificate as objects, purposes or powers that it may do itself; and to exercise its powers to the same extent that natural persons might do and in any part of the world to the full extent permitted to corporations organized under the General Business and Corporation Law of the State of Florida;
- (f) To apply for, obtain, purchase, lease take licenses in respect of, or otherwise acquire and to hold, own, use protect, assign, register, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge or otherwise dispose of any and all inventions, devices, processes, designs, and any improvements and

modifications thereof, whether secret or not; any and all patents of the United States or any other nations, state or locality, and all rights connected therewith or appertaining thereof; and any and all copyrights granted by the United States or any other nation state or locality as aforesaid; and any and all trademarks, trade names, trade symbols, and other indicia of origin and ownership granted by or recognized under the laws of the United States or any other nation, state or locality as aforesaid;

- (g) To engage in, carry on and conduct research, experiments, investigations, analyses, studies and laboratory work for the purpose of discovering new products or processes or to improve products, articles, processes and things; and to acquire, own, operate, maintain and dispose of, whenever the corporation deems such action desirable, laboratories and similar facilities, plants and any and all establishments, and to procure, own, hold and operate all necessary equipment in respect thereof, for the purposes aforesaid;
- (h) To hold, retain, operate, manage, control, license in respect of, encumber, mortgage, pledge, assign, sell, convey, exchange or otherwise dispose of any interest, estate or other property right so acquired;
- (i) To acquire by purchase or otherwise, and to preserve, sell, lease, rent, license, protect, improve and develop in furtherance of any object of its business, real and personal property of every kind and the appurtenances and perquisites thereof, including buildings and land, structures and improvements of every character and description, concessions, franchise rights, leases, leasehold interests and estates and easements, or license rights pertaining

thereto, and to trade or otherwise dispose of equipment, fixtures, and other things incident or convenient to the conduct of any such business;

- (j) To finance and promote the financing of any products for sale to customers and other authorized objects and purposes; and issues, buy, own, sell, pledge, hypothecate and control securities of every character in connection therewith;
- (k) To acquire by purchase, foreclosure proceedings or otherwise real estate, leases and leasehold interest and estates of every description;
- (l) To lend and advance money or give credit to or guarantee the indebtedness of any corporation; joint venture or other organization in which this corporation shall have an interest, and any other person, firm or corporation; and to do such with or without taking security therefore, and to mortgage, pledge or hypothecate any of its assets for the purpose of such lending, advancements, giving of credit or the making of any such guarantees;
- (m) To borrow money in furtherance of any or all of the objects of its business; to make and issue notes, bonds and other evidences of such indebtedness; and to secure the same by mortgage, deed of trust, pledge or other lien upon any part or all of its property;
- (n) To issue, execute, draw, accept, discount, pledge, sell, exchange or otherwise deal in or dispose of promissory notes, accounts receivable, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, whether secured or unsecured;

- (o) To acquire and take over as a going concern and thereafter to carry on the business of any person, firm, association or corporation engaged in any business which this corporation is authorized to conduct;
- (p) To acquire by subscription, purchase contract or otherwise, and to sell, exchange, mortgage, pledge or otherwise dispose of or turn to account, the stocks, bonds, debentures, obligations and other securities of every character and description, issued or created by any corporation or other entity, whether or not engaged in any business which this corporation is authorized to conduct, or by any government, state, municipality or other governmental or political subdivision, whether domestic or foreign, and to exercise any and all rights, powers and privileges of individual ownership or interest in respect of any and all such securities, including the right to vote thereon and to consent and otherwise act with respect thereto;
- (q) To issue or deliver, in exchange for any property, business or securities which it is authorized to acquire, its own securities or any kind, and to make payment therefore in any other lawful means of payment whatsoever.
- (r) To purchase its own capital stock from time to time and to such extent and in such manner and upon such terms as may be done lawfully under Florida Statutes.
- (s) To authorize, execute and effectuate pension plans, profit sharing plans, retirement plans, health, accident and welfare plans for its officers and employees; to insure for its own and

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the benefit of others the lives of its officers and key employees; and to establish and carry into effect stock option and bonus incentive plans for its officers and employees;

- (t) To make any guaranty respecting dividends, stocks, securities, indebtedness, interest, contracts, franchises, or other obligations so far as the same may be permitted;
- (u) To enter into, perform and carry out contracts and do all other acts or things, necessary, incidental, convenient or auxiliary to any or all of the objects of its business herein set forth or calculated directly or indirectly to promote the interests of the corporation or to enhance the value of or render profitable any of its property rights;
- (v) To exercise any or all of the powers herein before set forth without restriction or limit as to amount either as principal, agent, contractor, subcontractor, partner, trustee, franchiser, or otherwise, either alone or in company or co-venture with others or either in its own or any trade name(s) in the State of Florida or any other states, districts, dependencies, territories or colonies of the United States, and in any or all foreign countries.
- (w) In general, to have and exercise all the powers conferred by the laws of Florida upon corporations formed under the General and Business Corporation Act of Florida, and to do any or all of the things herein before set forth to the same extent as natural persons might do.



The foregoing clauses shall be construed both as objects and powers, and except where delimited explicitly, enumeration of a specific purpose shall not be construed to restrict the meaning, scope or general terms of any other purpose, and nothing herein contained shall be construed as giving the corporation any right, privilege or power not permitted to it by law or which would disentitle it to classification as an ordinary business corporation, and it is specifically provided that this corporation does not intend to operate a loan and investment business.

#### **ARTICLE FOUR**

The aggregate number, class and par value of shares which the corporation shall have authority to issue shall be ten thousand (10,000) shares of common stock with a nominal or par value of one dollar (\$1.00) per share. The shares of common stock of this corporation shall be issued by it from time to time for such consideration not less than the par value thereof as its Board of Directors may fix from time to time and any and all shares issued by it for which the consideration is so fixed has been paid or delivered shall be deemed fully paid stock and shall not be liable to any further payments in respect thereof. In no event shall the private property of the stockholders of this corporation ever be subject to the payments of the debts of this corporation, as now provided by law.

#### **ARTICLE FIVE**

The name and place of residence of the incorporators are as follows:

Michael L. Brusca Jr.: Will fill the company's officer positions of President and Treasurer and will fill the company's board position as Chairman of the Board, and resides at 1012 Delaney Avenue, Orlando, Florida 32806.

Mandy M. Brusca: Will fill the company's officer positions of Vice President and Secretary and will fill the company's board position as Vice Chairman and Secretary of the Board, and resides at 202 East South Street, Apartment 4038, Orlando, FL 32801.

#### **ARTICLE SIX**

<sup>Registered</sup>  
The name of the initial Agent is Michael L. Brusca Jr., who resides at 1012 Delaney Ave., Orlando, FL 32806.

#### **ARTICLE SEVEN**

The name of the Incorporator is Mandy M. Brusca who resides at 202 East South Street, Apt. 4038 Orlando, FL 32801.

#### **ARTICLE EIGHT**

The number of directors to constitute the first board of directors is two (2). Thereafter the number of directors shall be fixed by, or in the manner provided in the Bylaws. Any changes in the number will be reported to the Secretary of State within thirty calendar days of such change.

#### **ARTICLE NINE**

The preemptive right of a shareholder to acquire additional shares shall not be limited or denied.

#### **ARTICLE TEN**

The duration of the corporation is perpetual.

## ARTICLE ELEVEN

In case the corporation enters into contracts, notes or otherwise transacts business with one or more of its officers, directors, or stockholders, or with any firm of which one or more of its officers, directors or stockholders are members, or have an interest, such contracts, notes and transactions shall be valid and operative according to their terms and shall not be affected in any way by the fact that any officer, director or stockholder of the corporation has or might have an interest in any such contract, note or transaction of in the other party thereto, adverse to the interest of the corporation, provided that such contract, note or transaction is entered into in good faith and is authorized or ratified by the Board of Directors of this corporation or in such manner as may be provided for in the Bylaws of this corporation; and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist by reason of the interest of or benefit to such person or any firm, association or corporation in which he or she may be in any way interested, in or from such, contract, note or transaction. If however, any payments made to an officer, director or stockholder of this corporation such as salary, wages, commissions, bonuses, interest, rent or for the reimbursement of any expenses incurred by him on behalf of the corporation, are disallowed in whole or in part as a deduction of this corporation's federal or state income tax returns by the Internal Revenue Service or by any other agency of the federal, state or local government so authorized, or if any payment in cash or kind to an officer, director or stockholder is, under the provisions of this article, a loan or advance to such officer, director or stockholder, but is re-determined to be compensation, or dividends or any form of remuneration by the Internal Revenue Service or by any other agency of the federal , state or local government so authorized, such officer, director or stockholder, shall be required to promptly pay back to this corporation the amount so disallowed or re-determined.

## **ARTICLE TWELVE**

The shareholders and directors shall have power to hold their meetings, if the Bylaws so provide, and to keep the books (except the original books required to be kept in the state of Florida, pursuant to the laws thereof) outside the State of Florida, and to have one or more places of business within or without the State of Florida, and corporate offices at such places as may be from time to time designated in the Bylaws or by resolution of the shareholders or directors.

## **ARTICLE THIRTEEN**

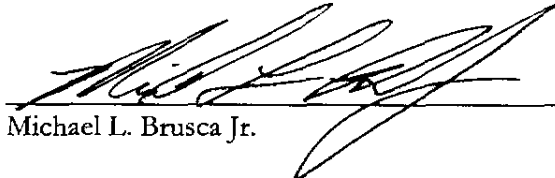
This corporation reserves the right to amend, alter, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes of Florida and all rights and powers conferred herein are granted subject to this reservation; and in particular, the corporation reserves the right and privilege to amend its Articles of Incorporation from time to time so as to authorize other or additional classes of shares of stock, to increase or decrease the number of shares of stock of any class now or hereafter authorized, to change the par value of stock any class or convert same into stock of no par value and to vary the preferences, qualifications, limitations, restrictions and the special or relative rights or other characteristics in respect of the shares of each class and to accept and avail itself of, or subject itself to, the provision of any statutes of Florida hereafter enacted pertaining to general and business corporations and to exercise all the rights, powers and privileges conferred upon corporations organized there under or accepting the provisions thereof and assume the obligations and duties imposed therein, upon the favorable vote of the shareholders of a majority of the shares of stock entitled to vote thereon.

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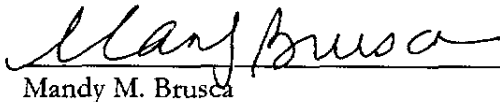
## **ARTICLE FOURTEEN**

The effective date of the ROYALE WITH CHEESE TEES, INC. is July 1<sup>st</sup>, 2005.

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.

  
Michael L. Brusca Jr.

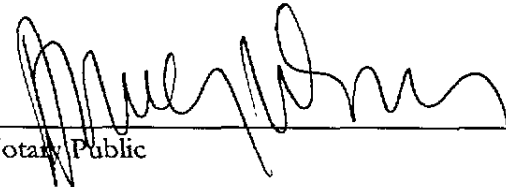
Having been named as Incorporator to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Incorporator and agree to act in this capacity.

  
Mandy M. Brusca

FILED  
05 JUN 30 PM 4: 15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
COUNTY OF ORANGE ) SS.:

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of June, 2005 by Michael, L. Brusca Jr. and Mandy M. Brusca of Royale with Cheese Tees, Inc., a State of Florida corporation, on behalf of the corporation. They are personally known to me or have produced Florida State Driver's Licenses as identification

  
Notary Public



ALTHEA WHITTAKER.  
Printed Name

MY COMMISSION EXPIRES: