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SECTION 1
DIVISION 1

OCT 25 2005

ARTICLES OF INCORPORATION
OF

TACOS EL PANCHO, INC.

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ARTICLE I.

The name of the Corporation shall be "*Tacos El Pancho, Inc.*"

ARTICLE II.

The Corporation shall be organized for profit and for any lawful purpose and business not specifically prohibited to corporations under the applicable laws of the State of Florida.

ARTICLE III.

The aggregate number of shares of common stock that the Corporation has authority to issue is 1000 shares of common stock with par value of \$1.00 per share.

ARTICLE IV.

Pursuant and subject to the Florida Business Corporation Code, any action required to be taken at a meeting of the shareholders of the Corporation or any action which may be taken at a meeting of the shareholders, may be taken without a meeting if written, consent, setting forth the action to be taken, is signed by those persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by classes) of votes that would be necessary to authorize or take such action at a meeting at which shares entitled to vote were present and voted.

ARTICLE V.

Pursuant and subject to the Florida Business Corporation Code, the personal liability of a Director to the Corporation or its shareholders for monetary damages for breach of the duty of care or other duty as a Director is eliminated to the extent permitted by law; provided, however, that there shall not be eliminated the liability of a Director:

for any appropriation, in violation of his/her duties, of any business opportunity of the Corporation;

for acts or omissions which involve intentional misconduct or a knowing violation of law;

for the types of liabilities set forth in Florida Business Corporation Code; or

for any transactions from which the Director received an improper personal benefit.

ARTICLE VI.

The initial registered office of the Corporation shall be **4191 S.W. Iliad Street, Port St. Lucie, Florida 34953** and the initial registered agent of the Corporation at such address shall be **Maricela Benitez**.

ARTICLE VII.

The initial mailing address of the principal office of the corporation shall be **4191 S.W. Iliad Street, Port St. Lucie, Florida 34953**.

ARTICLE VIII.

The name and address of the incorporator of the Corporation is **Maricela Benitez** whose address is **4191 S.W. Iliad Street, Port St. Lucie, Florida 34953**.

ARTICLE IX.

The initial Board of Directors shall consist of two (2) members, namely:

<u>Name</u>	<u>Address</u>
Francisco S. Ochoa President	4191 S.W. Iliad Street Port St. Lucie, Florida 34953
Maricela Benitez Secretary	4191 S.W. Iliad Street Port St. Lucie, Florida 34953

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation "" on this 20th day of October, 2005.

Maricela Benitez
Maricela Benitez
Incorporator

TACOS EL PANCHO, INC.

4191 S.W. Iliad Street
Port St. Lucie, Florida 34953

Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Consent of Registered Agent

I, **MARICELA BENITEZ** do hereby give consent to be registered agent for Tacos El Pancho, Inc. and am familiar with and accept the duties and responsibilities as registered agent for said corporation, a corporation with an initial registered office located at 4191 S.W. Iliad Street, Port St. Lucie, Florida 34953.

Executed this 20th day of October, 2005.

Maricela Benitez
Maricela Benitez

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