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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05 OCT 28 AM 9:30

1005-48/31

MRS
10/28

TRANSMITTAL LETTER

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

SUBJECT: _____

GOOD FOOD, INC

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is 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

ADDITIONAL COPY REQUIRED

FROM: _____

LAVANDA VINCENT MARSHALL

Name (Printed or typed)

951 E 7th AVE, Suite C

Address

TAMPA FL 33605

City, State & Zip

(813) 341-3663

Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 20, 2005

LAVANDA VINCENT MARSHALL
951 E 7TH AVE
SUITE C
TAMPA, FL 33605

SUBJECT: GOOD FOOD, INC.
Ref. Number: W05000048131

We have received your document for GOOD FOOD, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filings Section

Letter Number: 205A00064032

ARTICLES OF INCORPORATION

OF

GOOD FOOD, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 OCT 28 AM 9:30

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is GOOD FOOD, INC. (hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 951 E 7TH AVENUE, SUITE C, TAMPA, FL 33605

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

LAVANDA VINCENT MARSHALL
951 E 7TH AVE., SUITE C
TAMPA, FL 33605

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

DIRECTOR: LAVANDA VINCENT MARSHALL
SECRETARY/TREASURER: THOMAS EARL REEDER

whose addresses shall be 951 E 7TH AVE., SUITE C, TAMPA, FL 33605

ARTICLE 6 – DIRECTOR (S)

The directors of the Corporation shall be:

LAVANDA VINCENT MARSHALL
THOMAS EARL REEDER

whose addresses shall be 951 E 7TH AVE., SUITE C, TAMPA, FL 33605

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The Maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED THOUSAND (100,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director (s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director (s) may deem advisable in connection with such issuance.

7.5 The Board of Director (s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its common stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director (s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director (s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions for redemption of the stock.

ARTICLE 8 – SHAREHOLDERS’ RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders’ Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders’ Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 – POWERS OF ATTORNEY

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER (S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 951 E 7TH AVENUE, SUITE C, TAMPA, FL 33605. The name and address of the registered agent of this Corporation is LAVANDA VINCENT MARSHALL, 951 E 7TH AVENUE, SUITE C, TAMPA, FL 33605.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 OCT 28 AM 9:30

ARTICLE 13 – BYLAWS

The Board of Director (s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director (s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 – AMENDMENT

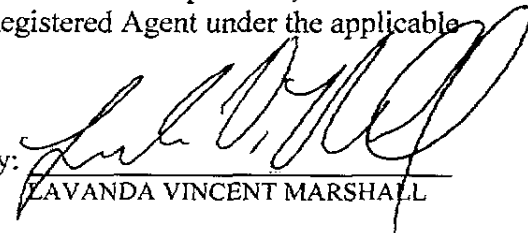
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment thereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have set my hand and seal, acknowledged and file the foregoing Articles of Incorporation under the laws of the State of Florida, this 10TH DAY OF OCTOBER, 2005.


LAVANDA VINCENT MARSHALL, INCORPORATOR

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

LAVANDA VINCENT MARSHALL, having a business office identical with registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

By: 
LAVANDA VINCENT MARSHALL