

P05000163971

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

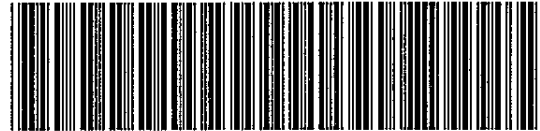
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500061888615

05 DEC 16 10:00:00 **38.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 DEC 16 AM 7:39

W05-54097

D. Brown DEC 19 2005

RAHDERT, STEELE, BRYAN, BOLE & REYNOLDS, P.A.

ATTORNEYS AT LAW

THE ALEXANDER BUILDING

535 CENTRAL AVENUE

ST. PETERSBURG, FLORIDA 33701-3703

GEORGE K. RAHDERT
ALISON M. STEELE
PENELOPE T. BRYAN
BRADLEY M. BOLE
THOMAS E. REYNOLDS
LAYLA K. MCDONALD

OF COUNSEL:
JOHN W. DAY

TELEPHONE
(727) 823-4191

FACSIMILE
(727) 823-6189

December 13, 2005

FLORIDA DEPARTMENT OF STATE
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

**RE: ARTICLES OF INCORPORATION -
THE WINECELLAR RESTAURANT & FINE CATERING, INC.**

Gentlemen/Ladies:

Thank you for your letter of December 7, 2005 (copy attached) with reference to the registered agent and street address being consistent. Please accept my apologies for this oversight and we enclose original and one copy of the corrected document to be filed with your office..

Should you have any questions, please do not hesitate to contact me.

Sincerely,

George K. Rahdert
my name signature

George K. Rahdert, Esq

Enclosure

GKR/mf



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 7, 2005

GEORGE K. RAHDERT, ESQ.
THE ALEXANDER BUILDING
535 CENTRAL AVENUE
ST. PETERSBURG, FL 33701-3703

SUBJECT: THE WINECELLAR RESTAURANT & FINE CATERING, INC.
Ref. Number: W05000054097

We have received your document for THE WINECELLAR RESTAURANT & FINE CATERING, 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) 245-6972.

Doris Brown
Document Specialist
New Filing Section

Letter Number: 405A00070871

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 DEC 16 AM 7:39

ARTICLES OF INCORPORATION
OF
THE WINECELLAR RESTAURANT & FINE CATERING, INC.

The undersigned, for the purpose of forming a limited liability company under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as "the Corporation," hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be THE WINECELLAR & FINE CATERING, INC.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which limited liability corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights, and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE OF COMPANY

The principal office of the Corporation shall be 17307 Gulf Blvd N., North Redington Beach, Florida 33708.

ARTICLE V - MAILING ADDRESS OF COMPANY

The mailing address of the Corporation shall be 17307 Gulf Blvd N., North Redington Beach, Florida 33708.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 535 Central Avenue, St. Petersburg, Florida 33701.

Section 2. The name of the initial Registered Agent of the Corporation shall be George K. Rahdert, Esquire, 535 Central Avenue, St. Petersburg, Florida 33701.

ARTICLE VII - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 500 shares of common stock have a \$1.00 par value.

ARTICLE VIII - PREEMPTIVE RIGHTS GRANTED

The Corporation elects to have preemptive rights with respect to any shares issued by the Corporation.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. The business affairs of the Corporation shall be managed by a Board of Directors, the number of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of Three (3) Directors whose name and address are as follows:

<u>Name</u>	<u>Address</u>
Mr. Theodor Sonnenschein	17083 Dolphin Drive North Redington Beach, Fl 33708
Mr. Kai Sonnenschein	6044 Long Bayou Way North St. Petersburg, Fl 33708
Mrs. Liesel Sonnenschein	17083 Dolphin Drive North Redington Beach, Fl 33708

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE X - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group, provided, however, that any Bylaws adopted by the shareholders may provide that the Bylaws be altered, amended or repealed only by the shareholders.

ARTICLE XI - INCORPORATOR

The name and address of the Incorporator is:

Name

Address

Kai Sonnenschein

6044 Long Bayou Way North
St. Petersburg, Florida

ARTICLE XII - ELECTIONS REGARDING CERTAIN PROVISIONS OF THE FLORIDA STATUTE

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing

not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to the Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control share acquisition has occurred, in the event control shares acquired in a control acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair market value of their shares as provided by law. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 30th day of November, 2005.

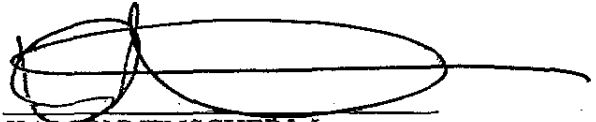

KAI SONNENSCHN, Incorporator

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

Pursuant to the provisions of Section 607.501 of the Florida Statutes, the following corporation, organizing under the laws of the State of Florida, submits this statement for the purpose of designating the Registered Office / Registered Agent in the State of Florida and evidencing the Registered Agent's acceptance of that position.

1. The name of the Corporation is: THE WINECELLAR RESTAURANT
& FINE CATERING, INC.
2. The name and address of the
Registered Agent and office is: George K. Rahdert, Esquire
535 Central Avenue
St. Petersburg, Florida 33701

SIGNATURE:


KAI SONNENSCHN, Incorporator

DATE:

11-30-05

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 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 AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:


GEORGE K. RAHDERT, ESQUIRE

DATE:

November 30, 2005

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 16 AM 7:39