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06 JAN 25 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01027

VH

COVER LETTER

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

SUBJECT: BMS Foods, 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: Richard Bloom
Name (Printed or typed)

432 Bellini Circle
Address

Nokomis, FL 34275
City, State & Zip

941-966-9158
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
BMS FOODS, INC.**

FILED
06 JAN 25 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is BMS FOODS, INC

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of this charter and shall exist perpetually thereafter.

**ARTICLE III
PURPOSES**

This Corporation is organized for the purposes of purchasing, selling, marketing, designing and building all types of real property and the construction thereto, including but not limited to industrial, commercial and residential; purchasing, selling, marketing, designing and building all other types of goods and services; to carry on sales, production, distribution and sales of all types of food products; to carry on any lawful trade or business incident to or proper or useful in connection with the above activities and any other lawful business.

**ARTICLE IV
POWERS**

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, including the power to buy, sell, lease, and generally deal in real and personal property, and food products of every kind and nature.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue TWENTY THOUSAND (20,000) shares of common stock without par value.

**ARTICLE VI
AUTHORIZATION OF RESTRICTIONS ON THE TRANSFER OF STOCK**

All of the issued and outstanding share of the corporation shall be made subject to restrictions on their transferability by agreement between the corporation and between and among the shareholders. A copy of such agreement shall be kept of file with the secretary of the Corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during business hours.

ARTICLE VII
INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial principal office of the Corporation is 432 Bellini Circle, Nokomis, FL 34275 and the name of the initial Registered Agent of this Corporation is Ray Swart, 157 Puesta Del Sol, Osprey, FL 34229.

ARTICLE VIII
MANAGEMENT AND SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of, the shareholders of this Corporation. In the management of the business of the Corporation, the act of the stockholders representing majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be entitled to vote, represented in person, or by proxy, for each share of voting stock held by him/her. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders of the management of the business of this Corporation.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Article is:
Richard Bloom
432 Bellini Circle
Nokomis, FL 34275

ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

ARTICLE XI
INDEMNIFICATION

This Corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XII
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII
OFFICERS

The initial Offices and Officers of the Corporation, until their successors are chosen are:

President: Richard Bloom
Vice President: Martin Bloom
Vice President: Michael Bloom
Secretary/Treasurer: Nancy Swart

IN WITNESS WHEREOF, the undersigned subscriber has executed this Article of Incorporation this day of December 2005.

Witnesses:

Kathleen A Bradley / Kathleen A Bradley

[Signature]
Richard Bloom, President

Thida Saria THIDA SARIYA

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, a Notary Public, authorized to take acknowledgment in the State and County sent forth above, personally appeared Richard Bloom and providing Florida Driver's license # B450-751-083-0 as identification, executed the foregoing Articles of Incorporation, and he acknowledge before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this day of December, 2005.


[Signature] NOTARY PUBLIC.


My Commission Expires: 12/14/2008

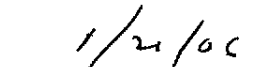


Having been named as registered agent to accept service of process for the above corporation, at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent


Date


Signature/Incorporator


Date

FILED
06 JAN 25 PM 3:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA