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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE NOV -9 2006

THE LAW OFFICES OF  
**RICHARD J. KAPLAN, P.A.**  
SUITE 402  
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PALM BEACH OFFICE  
298 N.E. 2<sup>ND</sup> AVE  
(PINEAPPLE WAY)  
DELRAY BEACH, FLORIDA 33444

REPLY TO: CORAL SPRINGS

Nov. 7, 2006

Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: **COPANS CAFE, INC.**

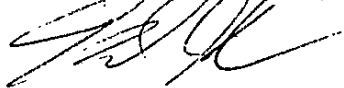
Gentlemen:

Enclosed please find one original and one copy of the Articles of Incorporation of the above referenced company, together with our check in the amount of \$78.75 representing, filing fee of \$35.00, certified copy fee \$8.75, and registered agent fee of \$35.00.

Please effect immediately incorporation and forward the charter together with the certified copy of the Articles of Incorporation to this office.

Very Truly Yours,

RICHARD J. KAPLAN, P.A.



RICHARD J. KAPLAN, ESQ.

RJK/kay

Encl.

**ARTICLES OF INCORPORATION**  
**OF**  
**COPANS CAFE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **COPANS CAFE, INC.**, with its principal office and mailing address of 1951 W. Copans Road, Pompano Beach, FL 33064.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be Five Thousand (5,000) share of common stock having a par value

stock as the Directors of the company may decide.

#### ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

#### ARTICLE VI

The street address of the initial registered office of this corporation is 1951 W. Copans Road, Pompano Beach, FL 33064, and the name of the initial Registered Agent of this corporation at that address is VINCENT A. VERARDI. The Registered Agent and Registered Office may be changed from time to time by filing with the Secretary of State of Florida, a Certificate designating a new Registered Agent and/or a new Registered Office without the necessity of amending these Articles of Incorporation.

#### ARTICLE VII

The number of Directors constituting the initial Board of Directors of the corporation is 1. The number of Directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of each of the members of the initial Board of Directors, who unless otherwise provided by the By-Laws of the corporation,

#### ARTICLE IX

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

#### ARTICLE X

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation; and when any agreement is made between stockholders owning at least eighty (80%) per cent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, and shall be recognized by the Directors and shall be observed by the Officers and Agents of the corporation; and particularly, the stockholders are authorized to include in such agreement entered into between themselves provisions which will confer upon individual groups of power to elect certain numbers of directors, and in particular, stockholder may include in the agreement between themselves the following as valid matters of agreement, to-wit:

1. The manner and method in which and the persons by whom directors may be elected;

2. Any limitation upon the transferability or assignment of

the stock.

accomplished in accordance with the terms of the Stockholder's Agreements) consenting to the revocation and cancellation of the Agreements among the stockholders.

EXECUTED by the undersigned at Coral Springs, Broward County, Florida, on this 7th day of November, 2006.

Vincent A. Verardi  
VINCENT A. VERARDI

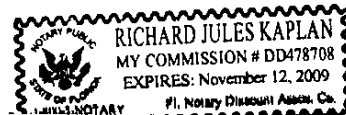
State of Florida  
County of Broward

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared VINCENT A. VERARDI, to me personally known or has produced FL Drivers License as identification, who executed and acknowledged the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Coral Springs, Broward County, Florida, this 7th day of November, 2006.

[Signature]  
NOTARY PUBLIC-State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED

OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **COPANS CAFE, INC.**, desiring to organize or qualify under the laws of the State of Florida, has named, VINCENT A. VERARDI, as its Registered Agent to accept service of process within Florida, at 1951 W. Copans Road, Pompano Beach, FL 33064, which address is also designated as the registered office of the corporation first mentioned above.

Vincent A. Verardi  
VINCENT A. VERARDI

DATED: Nov. 7, 2006

Having been named Registered Agent to accept service of process for the above stated corporation, at the place designated in this Certification, VINCENT A. VERARDI, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

Vincent A. Verardi  
VINCENT A. VERARDI