

To: FL Dept of State
Subject: 0478.6145

From: Tracy Sp...

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

SAM'S ST. JOHNS CAFE #2, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
SAM'S ST. JOHNS CAFE #2, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I
NAME AND ADDRESS

Name: The name of the corporation is Sam's St. Johns Cafe #2, Inc.

Address of Principal Office: The address of the principal office of the corporation is 18815 N.W. 115th Avenue, Alachua, Florida 32615.

Mailing Address: The mailing address of the corporation is 829 N. Palmetto Avenue, Green Cove Springs, Florida 32043.

ARTICLE II
DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III
PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 (One Thousand) shares of voting common stock having a par value of \$.01 (one cent) per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The name and the Florida street address of the initial registered office of this corporation is: Gresham R. Stoneburner, 841 Prudential Drive, Suite 1400, Jacksonville, Florida 32207.

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**ARTICLE VI
DIRECTORS**

(a) Number. This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the member of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Address</u>
Michael V. Bajalla	829 N. Palmetto Ave. Green Cove Springs, FL 32043
Martina Bajalla	829 N. Palmetto Ave. Green Cove Springs, FL 32043

**ARTICLE VII
BYLAWS**

The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

**ARTICLE VIII
INCORPORATOR**

The name and street address of the incorporator of this corporation are:

<u>Name</u>	<u>Address</u>
Michael V. Bajalla	829 N. Palmetto Ave. Green Cove Springs, FL 32043

**ARTICLE IX
INDEMNIFICATION**

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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ARTICLE X
AMENDMENT

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

IN WITNESS WHEREOF, the incorporator has executed these Articles the 15th day of December, 2006.


Michael V. Bajalla, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.


Gresham R. Stoneburner
Registered Agent

Dated: December 15, 2006.

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