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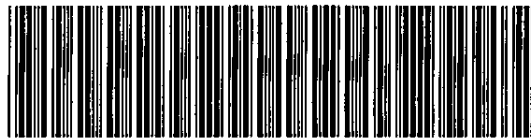
(Business Entity Name)

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FILED
2007 FEB 12 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

January 30, 2007

Subject: Nelly's Deli, Inc.

I am applying to the Department of State for a corporation.

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for \$87.50 for the filing fee, certified Copy and a certificate of Status.

Sincerely yours,

A handwritten signature in cursive script that reads "EBO' Dougherty".

From: Evdokia B. O'Dougherty
P. O. Box 150460
Cape Coral, FL. 33915

2613 S. W. 29th Place
Cape Coral, FL. 33914

Phone; 239.458.7646
Fax 239.458.7720

Articles of Incorporation
Of
Nelly's Deli, Inc.

FILED
2007 FEB 12 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Nelly's Deli, Inc.

ARTICLE II. PRINCIPAL OFFICE &
INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 290 Nicholas Parkway NW, Cape Coral, Florida 33991. The name of the individual who shall serve as this corporation's initial registered agent at that address is: Evdokia B. O'Dougherty, 2613 S.W. 29th Place, Cape Coral, FL. 33914

The mailing address shall be: P.O. Box 150460, Cape Coral, Florida 33915

ARTICLE III. PURPOSE

The corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America. The initial primary business will be to sell deli sandwiches.

ARTICLE IV. CAPITAL STOCK

The corporation shall have the authority to issue 10,000 shares of Common Stock, with a par value of \$5.00 per share of common stock.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as approved in this corporation's bylaws, but shall never be less than one. The name and address of the individuals who shall serve as a member of the Initial Board Of Directors are:

Evdokia B. O'Dougherty, President, V. President, Secretary
2613 SW 29th Place
Cape Coral, FL. 33914
Michael O'Dougherty, Treasure
2613 SW 29th Place
Cape Coral, FL. 33914

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is:

Evdokia B. O'Dougherty
2613 SW 29th Place
Cape Coral, FL. 33914


Signed Registered Agent

ARTICLE VII. INCORPORATOR

The name and address of the individual who will serve as this corporation's incorporator is:

Evdokia B. O'Dougherty,
2613 SW 29th Place
Cape Coral, FL. 33914


Signed Incorporator

ARTICLE VIII. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filings of these Articles Of Incorporation by the Florida Department Of State. This corporation's duration shall be perpetual.

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE X. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sales to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of

such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE XI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

A handwritten signature in cursive script, appearing to read "Evdokia B. O'Dougherty", is written over a horizontal line.

Evdokia B. O'Dougherty - Incorporator