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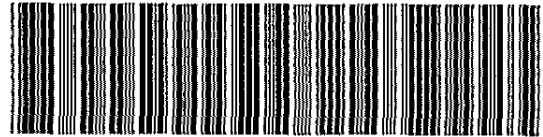
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TALLAHASSEE, FL

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 27, 2007

TRI-COUNTY SERVICES
5510 RIVER ROAD SUITE 109
NEW PORT RICHEY, FL 34652

SUBJECT: MR. D'S SUBS
Ref. Number: W07000009967

We have received your document for MR. D'S SUBS 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 corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 245-6955.

Suzanne Hawkes
Document Specialist
New Filing Section

Letter Number: 907A00014189

Tri-County Services



A Court Forms Preparation Service

5510 River Road, Suite 109
New Port Richey, FL 34652
Toll Free: 1-877-847-6637

Telephone: (727) 847-6637

February 20, 2007

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

Re: **Mr. D's Subs**

Enclosed herewith are the original and one copy of the Articles of Incorporation for Mr. D's Subs. Also enclosed is our check in the amount of \$78.75 to defray the filing fee, designation of registered agent, certified copy and certificate of status.

Please return the certified copy of the Articles of Incorporation to this office upon successful filing.

Please contact our office if there are questions regarding this matter.

Your assistance in this matter is genuinely appreciated.

Sincerely,

A handwritten signature in cursive script, reading "Pamela M. Ballew".

Pamela M. Ballew, preparer
5510 River Road, Suite 109
New Port Richey, FL 34652
1-877-847-6637

1. **ARTICLES OF INCORPORATION**
2. **OF**
3. **MR. D's SUBS, INC.**

4 The undersigned acting as the Incorporator under Florida Business Corporation Act,
5 adopt(s) the following articles of incorporation for such corporation:

6 **ARTICLE I - CORPORATE NAME**

7 The Name of the corporation is:

8 **MR. D's SUBS, INC.**

9 **ARTICLE II - DURATION**

10 This corporation shall exist perpetually unless dissolved according to Florida Law.

11 **ARTICLE III - PURPOSE**

12 The corporation is organized for the purpose of engaging in any activities or business
13 permitted under the laws of the United States and Florida.

14 **ARTICLE IV - CAPITAL STOCK**

15 The corporation is authorized to issue 100 shares of common stock, par value \$1.00 per
16 share.

17 **ARTICLE V - MANAGEMENT OF CORPORATE AFFAIRS**

18 **A. Board of Directors.** The power of this Corporation shall be exercised, its properties
19 controlled and its affairs conducted by a Board of Directors consisting of not less than one (1)
20 person and not more than ten (10) persons. The initial number of Directors of the Corporation
21

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TALLAHASSEE, FLORIDA

1 shall be one (1), provided, however, that such number may be changed pursuant to the Bylaws
2 duly adopted by the Board. At all times the member of the Board of Directors shall
3 consist of an odd number and shall be divided as equally as the number of Directors will permit
4 into two (2) classes: Class 1, Class 2.

5 The term of office for all Directors shall be two (2) years except for the term of office of
6 the initial Class 1 Director shall expire at the annual meeting next ensuing, the term of office of
7 the initial Class of Director(s) shall expire two (2) years thereafter.

8
9 The name and address of such initial members of the Board of Directors are as follows:

10 NAME: William Del Grosso, (Class 1)
11 ADDRESS: 5615 Bay Boulevard, Apartment 3
12 CITY: Port Richey, Florida 34668.
13 PHONE: (941) 400-8640

14 It is the intent of these Articles that, at all times hereafter, the Directors shall be classified
15 as to term of office in the manner herein above provided for in the initial Board, so that, as nearly
16 as the number of Directors will permit, one-half of the Directors of this Corporation shall be
17 elected at each annual meeting of the Corporation.

18 Any action required or permitted to be taken by the Board of Directors under any
19 provision of law may be taken without a meeting, if a majority of members of the Board shall
20 individually or collectively consent in writing to such action. Such written consent or consents
21 shall be held with the minutes of the proceedings of the Board, and any such action by written
22 consent shall have the same force and effect as if taken by vote of the Directors. Any certificate
23 or other document filed under any provision of law which relates to actions so taken shall state
24

1 that the action was taken by written consent of the Board of Directors without a meeting. Such a
2 statement shall be prima facie evidence of such authority.

3
4 **B. Corporate Officers.** The Board of Directors shall elect the following officers:
5 President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of the
6 Corporation may authorize the Directors to elect from time to time. Initially, such officers shall
7 be elected at the first annual meeting of the Board of Directors. Until such election is held, the
8 following persons shall serve as corporate officers:

9	<u>Title</u>	<u>Name</u>
10	President	William Del Grosso
11	Vice President	William Del Grosso
12	Secretary & Treasurer	William Del Grosso

13
14 **ARTICLE VI - INITIAL PRINCIPLE OFFICE**

15 The principal place of business and mailing address of this corporation shall be:

16 Principle Place of Business: 11138 U.S. Highway 19
Port Richey, Florida 34668

17 Mailing Address: 1138 U.S. Highway 19
18 Port Richey, Florida 34668

19 **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

20 The street address of the initial registered office and the name of the initial registered
21 agent at that office are:

22	NAME:	William Del Grosso
23	ADDRESS:	5615 Bay Boulevard, Apt. 3
24	CITY/STATE/ZIP:	Port Richey, Florida 34668
25	PHONE	(941) 400-8640

1
2 **ARTICLE VIII – INCORPORATORS**

3 The names of addresses of the Incorporators signing these Articles of Incorporation are as follows:

4 NAME: William Del Grosso
5 ADDRESS: 5615 Bay Boulevard, Apt. 3
6 CITY/STATE/ZIP: Port Richey, FL 34668
7 PHONE (941) 400-8640
8 PHONE (352) 666-5629

9 **ARTICLES IX – MANNER OF ELECTION OF DIRECTORS**

10 The manner in which the directors are elected or appointed is as follows:

11 By major vote of the stockholders

12
13 **ARTICLE X – LIMITATION OF CORPORATION OF POWERS**

14 The corporate powers of this corporation are as provided in FS § 607.0302, unless
15 limited as follows: **There are no limitations expressed, implied or contemplated.**

16
17 The undersigned Incorporator(s) have executed these articles of incorporation on this
18 22nd day of February, 2007

19
20 X 

Signature of Incorporator

William Del Grosso

Typed name of Incorporator signing

1
2
3 CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

4 PURSUANT TO FS § 607.052, THE UNDERSIGNED CORPORATION,
5 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
6 FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

7 The above corporation, organized under the laws of the State of Florida with its
8 registered office as indicated in the Articles of Incorporation at, 5615 Bay Boulevard, Apt. 3,
9 Port Richey, Florida 34668, has named **William Del Grosso**, located at the aforesaid address, as
10 its registered agent to accept service of process within the state.

11
12 Having been named as registered agent and to accept service of process for the above
13 stated corporation at the place designated in this certificate, I hereby accept the appointment as
14 registered agent and agree to act in this capacity. I further agree to comply with the provisions of
15 all statutes relating to the proper and complete performance of my duties, and I am familiar with
16 and accept the obligations of my position as registered agent.

17
18 x William Del Grosso
(Signature)

1/22/07
(Date)

19 William Del Grosso, Registered Agent
20 5615 Bay Boulevard, Apt. 3
21 Port Richey, Florida 34668
22 Tel: (941) 400-8640
23
24
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TALLAHASSEE, FLORIDA

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