

P07000045602

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

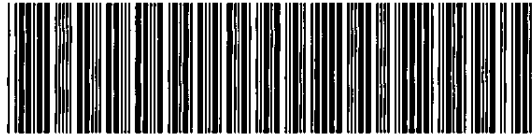
(Document Number)

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Certificates of Status \_\_\_\_\_

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AND  
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RECEIVED  
07 APR 12 AM 9:53  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
NOT RETURNED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

B. McKnight APR 13 2007

## ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/ST/Zip

850-222-2785

Phone #

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- NEW YORK PASTA & PIZZA, INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified

☐ Mail-out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

### NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

### AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

### OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

### REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

# ARTICLES OF INCORPORATION

## OF

### NEW YORK PASTA & PIZZA, INC.

The undersigned, acting as Incorporator of a Corporation under the Florida Business Corporation Act, and pursuant to and in compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), hereby adopts the following Articles of Incorporation for such Corporation:

Article I. Name:

The name of this Corporation shall be: **NEW YORK PASTA & PIZZA, INC.**

Article II. Duration.

The period of its duration is perpetual.

Article III. Purpose and Powers.

This Corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and United States of America.

Article IV. Capital Stock.

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time shall be Seven thousand five hundred (7,500) shares with a par value of ONE (\$1.00) DOLLAR.

Article V. Initial Registered Office and Agent.

The Street address of the initial registered office of the Corporation is c/o Robins, Kaplan, Miller & Ciresi, L.L.P. 711 Fifth Avenue South, Suite 201, Naples Florida 34102, and the name of its initial registered agent at such address is **BRADLEY S. DONNELLY, ESQUIRE.**

Article VI. Place of Business.

The principal place of business of this Corporation shall be located at 11140 Tamiami Trail North, Naples, Florida 34110, and it may have such other places of business within or without the State of Florida, or in foreign countries as may be necessary or convenient and as may be determined by the Board of Directors of this Corporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

Article VII. Board of Directors.

The business of this Corporation shall be conducted by the Board of Directors, which shall number no less than one (1), nor more than seven (7); the exact number to be determined by the By-laws of the Corporation.

The names and addresses of the initial Directors of this Corporation are:

Brian Norris  
3559 West Treyburn Path  
Laconto, FL 34461

Carol Norris  
3559 West Treyburn Path  
Laconto, FL 34461

Article VIII. Officers.

The name and post office address of the President, Vice President, Secretary and Treasurer who shall hold office for the first year of existence of the Corporation, or until their successors are elected pursuant to the Corporation By-laws are as follows:

Brian Norris  
President//Treasurer  
3559 West Treyburn Path  
Laconto, FL 34461

Carol Norris  
Vice-President/Secretary  
3559 West Treyburn Path  
Laconto, FL 34461

Article IX. Incorporator.

The name and address of the Incorporator signing these Articles of Incorporation is Bradley S. Donnelly, Esquire, c/o Robins, Kaplan, Miller & Ciresi, L.L.P., Naples, Florida 34102.

Article X. Bylaw Amendment.

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and the Shareholders.

Article XI. Indemnification.

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

Article XII. Informal Action of Directors.

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Article XIII. Grant of Rights.

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, series of stock of this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of the notice from the Corporation.

Article XIV. Meetings By Conference Telephone.

Members of the Board of Directors may participate in regular and special meetings of the Board of Directors by means of conference telephone as provided by law.

Article XV. Amendment of Articles.

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11<sup>TH</sup> day of APRIL, 2007.

  
\_\_\_\_\_  
BRADLEY S. DONNELLY, ESQUIRE

STATE OF FLORIDA  
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me this 11<sup>th</sup> day of April, 2007, by **BRADLEY S. DONNELLY**, who is (personally known to me) or has produced (driver's license/picture identification) and who (did/did not) take an oath.



RHONDA G. BORDEN  
MY COMMISSION # DD 383378  
EXPIRES: February 21, 2009  
Bonded Thru Budget Notary Services

Rhonda G. Borden  
Notary Public (SEAL)  
Rhonda G. Borden  
Typed or printed name

My Commission Expires:  
My Commission Number is:

Articles of Incorporation  
prepared by:  
**BRADLEY S. DONNELLY, ESQUIRE**  
**ROBINS, KAPLAN, MILLER & CIRESI, L.L.P.**  
711 Fifth Avenue South, Suite 201  
Naples, Florida 34102  
(239) 430-7070

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **NEW YORK PASTA & PIZZA, INC.**, desires to organize under the laws of the State of Florida and has named **BRADLEY S. DONNELLY, ESQUIRE** whose address is c/o Robins, Kaplan, Miller & Ciresi, L.L.P., 711 Fifth Avenue South, Suite 201, Naples, Florida 34102, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**BRADLEY S. DONNELLY, ESQUIRE**

APPROVED  
AND  
FILED

07 APR 12 AM 9:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA