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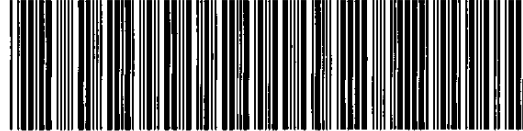
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. Shivers JUN 14 2007

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Key West Tropical Desserts
Factory Inc.*

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☒ Annual Report / Reinstatement

☐ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

Courier

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
KEY WEST TROPICAL DESSERTS FACTORY, INC.**

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is Key West Tropical Desserts Factory, Inc., and its principal place of business shall be located at 155 Key Haven Road, Key West, Florida 33040.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the distribution and sale of pies, as well as to carry on any and all incidental business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of common stock at one dollar (\$1.00) par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 155 Key Haven Road, Key West, Florida 33040, and the name of the initial registered agent of this corporation at that address is Scott C. Cates.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have two (2) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and

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address of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Scott C. Cates	155 Key Haven Road, Key West, FL 33040
Joanne V. Cates	155 Key Haven Road, Key West, FL 33040

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

	<u>Name</u>	<u>Address</u>
President/	Scott C. Cates	155 Key Haven Road, Key West, FL 33040
Treasurer		
Vice President/	Joanne V. Cates	155 Key Haven Road, Key West, FL 33040
Secretary		

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Scott C. Cates	155 Key Haven Road, Key West, FL 33040

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: June __, 2007

By _____
Scott C. Cates, Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

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

First, that Key West Tropical Desserts Factory, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Scott C. Cates, located at 155 Key Haven Road, Key West, FL 33040, as its agent to accept service of process within Florida.

Dated: June 12, 2007.

Don Hamiter
Witness

By *Scott C. Cates*
Scott C. Cates, Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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

Dated: June 12, 2007.

Don Hamiter
Witness

By *Scott C. Cates*
Scott C. Cates, Resident Agent

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