

P07000102833

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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☐

MAIL

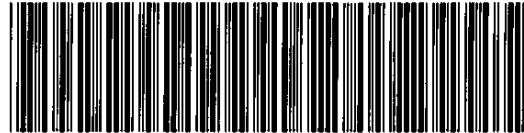
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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07 SEP 14 AM 11:04  
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DIVISION OF CORPORATIONS  
FLORIDA

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 SEP 14 PM 12:13

9/17/07

# LAZARUS

## CORPORATE FILING SERVICE

3320 SW 87<sup>TH</sup> AVENUE

MIAMI, FL 33165 (305) 552-5973

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

07 SEP 14 PM 12:13

Office Use Only

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

1. DEN BOCA RATON, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

### NEW FILINGS

- ☒ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

### AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

### OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

### REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**EFFECTIVE DATE**

9/12/07

**ARTICLES OF INCORPORATION  
OF  
DEN BOCA RATON, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

07 SEP 14 PM 12:13

THE UNDERSIGNED hereby associate themselves for the purpose of becoming a corporation pursuant to Florida Statutes 621 and 607 under the laws of the State of Florida (Florida General Corporation Act F.S. 607), as they now exist or may be amended, pursuant to the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is:

DEN BOCA RATON, INC., 1600 South Federal Highway, Suite 1100, Pompano Beach, Florida  
33062

**ARTICLE II**

The duration of this corporation shall be perpetual and shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

**ARTICLE III**

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Laws of the State of Florida pursuant to Florida Statutes 621 and 607. The specific nature of the corporation is a family style restaurant.

**ARTICLE IV**

The total authorized shares:

1. Common Shares 100 Shares valued at \$10.00 a share to Adam T. Jacobs.

2. Preferred Shares none.
3. A statement of all or any of the relative rights, preferences, and limitations of the shares are as follows:

Each Shareholder is a member of the Board of Directors and elects and appoints one member as an officer of the corporation.

4. All Shares of common stock are not transferable and are restricted. The corporation has the sole option to buy back the shares at their value within 90 days of notification that a shareholder has died, has been declared incompetent, retired, or no longer wants to be associated with the corporation.
5. If a vacancy exists on the Board of Directors the shareholder that elected the prior director may appoint a director to fill the position.

#### **ARTICLE V**

The holders of the outstanding common stock shall be entitled to receive, when and as declared by a majority vote of the Board of Directors, dividends payable either in cash, in property, or in shares of common stock of the corporation.

#### **ARTICLE VI**

Every shareholder, upon the sale for cash of any new stock of this corporation of common stock, 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 VII**

This corporation shall have all those rights, powers and duties as delineated in Florida Statutes, Chapter 621 and 607, as it now exists or may be hereafter amended: including but not limited to any lawful purpose pursuant to the Laws of the State of Florida.

1. The address of the registered office is:

1600 South Federal Highway, Suite 1101, Pompano Beach, Florida 33062.

2. The name of the registered agent at the registered office is:

Rick S. Jacobs, Esq.

### **ARTICLE VIII**

The names and addresses of the incorporators are as follows:

Adam T. Jacobs, 1600 South Federal Highway, Suite 1100, Pompano Beach, Florida  
33062.

### **ARTICLE IX**

1. The shareholders may amend these articles of incorporation by a majority vote of the shareholders. All Shareholders must be present at the meeting to have a quorum.
2. The officers of the corporation can only be removed by the director who appointed that officer.
3. The shareholders must amend the by-laws by a majority vote.

### **ARTICLE X**

This corporation shall have one (1) Director initially. The number of the Directors may either be increased or decreased from time to time and will be reflected in the By-laws of this corporation, but shall never be less than one (1) Director.

The names and addresses of the initial directors of this corporation are:

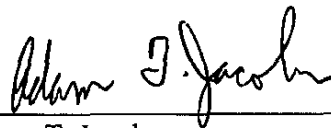
1. Adam T. Jacobs, 1600 South Federal Highway, Suite 1100, Pompano Beach,  
Florida 33062.

### **ARTICLE XI**

This corporation reserves the right to repeal any provision or provisions contained in these

articles of incorporation or any amendment hereto, and any right conferred on the shareholders is subject to this reservation.

The undersigned subscribers have executed these Articles of Incorporation this 12<sup>th</sup> day of September, 2007.



Adam T. Jacobs  
Director

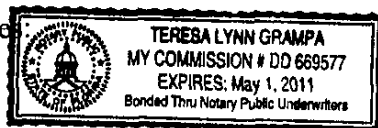
STATE OF FLORIDA     )  
                                      )  
COUNTY OF BROWARD )

Before me, the undersigned authority, personally appeared, Adam T. Jacobs to me well known to be the person who executed the foregoing amended Articles of Incorporation and acknowledge before me according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and seal hereunto this 12<sup>th</sup> day of September, 2007.

  
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATION (OR CHANGING) PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

Pursuant to Chapters 621 and 607 Florida Statutes, the following is submitted, in compliance  
with said Act:

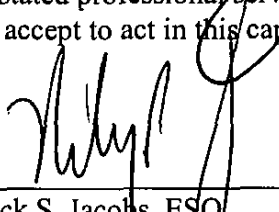
First that, **DEN BOCA RATON, INC.**

Desiring to organize under the Laws of the State of Florida with its principle office as  
indicated in the Articles of Incorporation in the City of Pompano Beach, County of  
Broward, State of Florida, has named Rick S. Jacobs, ESQ., 1600 S. Federal Highway,  
Suite 1101, Pompano Beach, Florida 33062.

County of Broward, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated professional service  
corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and  
agree to comply with the provisions of the said act relative.

  
Rick S. Jacobs, ESQ.  
Registered Agent for DEN BOCA  
RATON, INC.

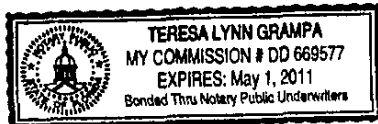
STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD )

Before me, the undersigned authority, personally appeared Rick S. Jacobs, to me well known to  
be the persons who executed the foregoing and acknowledge before me according to law, that  
they made and subscribed the same for the purposes therein mentioned and set forth.

In witness Whereof, I have set my hand and seal hereunto this 12<sup>TH</sup> day of September, 2007.

  
NOTARY PUBLIC

My Commission Expires:



07 SEP 14 PM 12:13  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILLU



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 17, 2007

CAPITAL CONNECTION, INC.  
ATTN: LW

SUBJECT: AIR AMERICAN SERVICE, INC.  
Ref. Number: W07000045803

We have received your document for AIR AMERICAN SERVICE, INC. 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 registered agent and street address must be consistent wherever it appears in your document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the corrected 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) 245-6973.

Claretha Golden  
Document Specialist  
New Filing Section

Letter Number: 307A00054661



9/17/07 CORPORATE DETAIL RECORD SCREEN 12:37 PM  
NUM: P01000023411 ST:FL ACTIVE/FL PROFIT FLD: 03/02/2001  
LAST: REINSTATEMENT FLD: 11/21/2003  
FEI#: 59-3704454  
NAME : AIR AMERICA SERVICES INC.  
PRINCIPAL: 3201 FIFER DRIVE  
ADDRESS DELTONA, FL 32738-1398  
RA NAME : SWANSON, DEAN E  
RA ADDR : 3201 FIFER DRIVE  
DELTONA, FL 32738-1398 US  
ANN REP : (2005) W 06/30/05 (2006) W 07/12/06 (2007) W 01/30/07

9/17/07 OFFICER/DIRECTOR DETAIL SCREEN 12:37 PM  
CORP NUMBER: P01000023411 CORP NAME: AIR AMERICA SERVICES INC.  
TITLE: PD NAME: SWANSON, DEAN E  
3201 FIFER DRIVE  
DELTONA, FL 32738-1398  
TITLE: ST NAME: SWANSON, DEBORAH  
3201 FIFER DRIVE  
DELTONA, FL 32738-1398  
TITLE: VP NAME: MAURELLO, STEVEN  
3209 FIFER DRIVE  
DELTONA, FL 32738

## CAPITAL CONNECTION, INC.

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

Air American Service

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

**ARTICLES OF INCORPORATION**  
**OF**  
**AIR AMERICAN SERVICE, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of this corporation is **AIR AMERICAN SERVICE, INC.**

**ARTICLE II - EFFECTIVE DATE AND DURATION**

The effective date shall be September 10, 2007. The duration of this corporation is perpetual.

**ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida and any other activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV - STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Common Stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

**ARTICLE V - AUTHORITY TO ISSUE WARRANTS**

The corporation is hereby expressly authorized and empowered, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class or series of other securities, whether now or hereafter authorized. These rights or options shall be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which the rights or options may be exercised, may be limited or unlimited in duration, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors.

providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

#### **ARTICLE VI - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

#### **ARTICLE VII - PRINCIPAL PLACE OF BUSINESS, INITIAL REGISTERED OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is **1310 South Killian Drive, #109, Lake Park, Florida 33403** and the name of its initial registered agent at that address is **Jones Foster Service, LLC**. The principal place of business of the corporation shall be at 1147 U.S. Highway # 1, Vero Beach, Florida 32960

#### **ARTICLE VIII - DIRECTORS**

The number of Directors may be changed from time to time by the Bylaws, but shall never be less than one (1). The number of directors constituting the initial Board of Directors of this corporation is 2. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Ray Pick	15275 Natures Point Lane Wellington, Florida 33414
James Samual Vititoe	5046 Little Beth Drive North Boynton Beach, Florida 33473
Scott Linehan	7720 154 <sup>th</sup> Road North Palm Beach Gardens, Florida 33418

### **ARTICLE IX – OFFICERS**

The officers of the corporation who shall conduct the business of the corporation during the First year of its existence or until their successors are elected and qualified shall be:

<u>Name</u>	<u>Address</u>
Ray Pick President	15275 Natures Point Lane Wellington, Florida 33414
James Samuel Vititoe Vice President	5046 Little Beth Drive North Boynton Beach, Florida 33473
Scott Linehan Secretary/Treasurer	7720 154 <sup>th</sup> Road North Palm Beach Gardens, Florida 33418

### **ARTICLE X - INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Carlos J. Berrocal , Esq.	505 South Flagler Drive, Suite 1100 West Palm Beach, Florida 33401

### **ARTICLE XI - COMMON DIRECTORS** **TRANSACTIONS BETWEEN CORPORATIONS**

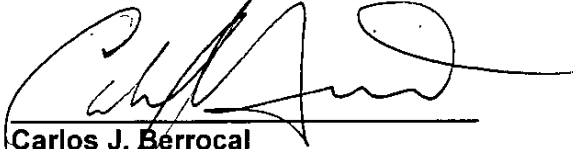
No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

**ARTICLE XII - BYLAWS**

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

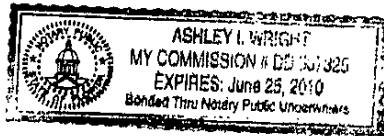
DATED: September 12<sup>th</sup>, 2007


  
\_\_\_\_\_  
**Carlos J. Berrocal**  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of September, 2007 by **Carlos J. Berrocal**, who [ ] is personally known to me or [ ] who has produced a driver's license as identification and who did not take an oath.

[SEAL]



  
Notary Public, State of Florida  
Print Name: Ashley I. Wright  
My Commission Expires: \_\_\_\_\_

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

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

**AIR AMERICAN SERVICE, INC.**, a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

Agent

Address

**Jones Foster Service, LLC.**

**505 South Flagler Drive, Suite 1100  
West Palm Beach, Florida 33401**

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

**ACKNOWLEDGMENT AND ACCEPTANCE**

Having been named 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, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: September 12<sup>th</sup>, 2007.

JONES FOSTER SERVICE, LLC., a  
Florida limited liability company

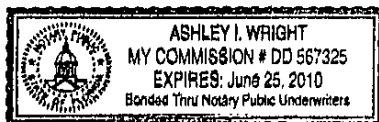
By


  
**Carlos J. Berrocal**  
Authorized Signatory

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of September, 2007, by **Carlos J. Berrocal**, an authorized signatory of **Jones, Foster Service, LLC.**, a Florida limited liability company who [ ] is personally known to me or [ ] who has produced a driver's license as identification and who did not take an oath.

[SEAL]



  
Notary Public, State of Florida  
Print Name: Ashley I. Wright  
My Commission Expires: June 25, 2010