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Amended And  
Restated Act

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DIVISION OF CORPORATIONS  
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**LITCHFORD & CHRISTOPHER**

PROFESSIONAL ASSOCIATION

*Attorneys and Counselors at Law*

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January 30, 2009

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

Re: Cork Masters, Inc. d/b/a Put A Cork In It  
Document Number: P07000114003

Dear Sir or Madam:

Enclosed find the original Amended & Restated Articles of Incorporation for filing, along with CorkMasters, Inc.'s check no. 001, dated January 27, 2009 in the amount of \$43.75. Please file these Articles and return a certified copy of the Amended & Restated Articles.

Thank you for your assistance. Should you have any questions, please call.

Sincerely,

Dorothy L. Vela  
Legal Secretary to Alan B. Taylor

ABT:dlv  
Enclosures

**AMENDED & RESTATED ARTICLES OF INCORPORATION  
OF  
CORK MASTERS, INC.**

A Florida corporation for-profit

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, being the Sole Shareholder and all of the Board of Directors of CORK MASTERS, INC., a Florida corporation for profit, all being over the age of eighteen (18) years and competent to contract, for the purpose of amending and restating the Articles of Incorporation of the Corporation pursuant to Sections 607.001 and 607.1003 of the Florida Statutes, and as otherwise provided pursuant to the laws of the State of Florida, do hereby amend, restate and adopt the following Amended and Restated Articles of Incorporation, and do hereby agree, amend and certify as follows:

**ARTICLE I  
NAME**

The name of the Corporation is CORK MASTERS, INC., a Florida corporation for profit, and is hereinafter called the "Corporation." The principal address is 3131 Daniels Road, Suite 106, Winter Garden, Florida 34787.

**ARTICLE II  
EFFECTIVE DATE OF AMENDMENTS HEREIN**

These Amended and Restated Articles of Incorporation were adopted pursuant to the unanimous written consent of the Sole Shareholder of the Corporation and by the unanimous written consent of the Board of Directors of the Corporation effective January 7, 2009. These Amended and Restated Articles of Incorporation supersede and replace, entirely, the Articles of Incorporation of CORK MASTERS, INC. previously filed with the Florida Secretary of State on October 16, 2007.

**ARTICLE III  
PURPOSE; TERM OF CORPORATE EXISTENCE**

The general purpose of this Corporation shall be for the purpose of offering for sale wine, champagne, and other products and services, and the transaction of any and all other lawful business. The Corporation shall have perpetual existence unless sooner dissolved according to the law. The Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by way of applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to and use its credit to assist its officers and employees.

(e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest therein, to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all goods, machinery, plants, articles, appliances, and other things capable of being manufactured, produced, or traded in, by virtue of or in connection with any such letters, patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign Corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any Corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws not inconsistent with its articles of incorporation or with the laws of the State of Florida for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find to be in aid of governmental policy.

(q) To pay pensions and establish retirement and pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(r) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any Corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

#### ARTICLE IV CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value. The maximum number of shares that this Corporation is authorized to have outstanding at anytime is TEN MILLION (10,000,000) shares of common voting stock, each share having the par value of ONE TENTH OF A CENT (\$.001), and TEN MILLION (10,000,000) shares of common non-voting stock, each share having the par value of ONE TENTH OF A CENT (\$.001).

2. Voting Rights. All holders of shares or series of stock of any class or series shall be identical with each other in every respect with regard to that class of shares. The holders of voting common shares shall be entitled to one vote for each share on all matters on which those shareholders have the right to vote. All holders of shares of non-voting common stock shall be identical with each other in every respect and shall be entitled to one vote for each such share only on those matters that the Florida Business Corporation Act, as may be amended from time-to-time, may require.

3. Rights Upon Dissolution. All holders of shares of common stock whether common voting stock or common non-voting stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

4. Preemptive Rights. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

5. Issuance of Stock. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the ByLaws of the Corporation.

6. Reclassification of Stock. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

7. Cumulative Voting Prohibited. Shareholders holding common stock shall have no cumulative voting rights in any election of Directors of the Corporation.

8. Exercise of Corporate Powers Upon Shareholder Deadlock. In the event of a Shareholder deadlock with respect to the exercise of corporate powers, management of the business and affairs of the Corporation or of any issue between or among the Shareholders of the Corporation, then in that event, the Board of Directors shall be delegated final authority to determine, resolve, approve or otherwise disapprove any such deadlocked matter or issue that is presented in writing to the Board of Directors by any one or more of the Shareholders. Any such action taken thereon by the Board of Directors shall be final, conclusive, and binding upon the Corporation and its Shareholders provided that such action is approved by a majority of the Directors at any annual, regular, or special meeting of the Board of Directors duly held for that purpose pursuant to the Bylaws of the Corporation.

ARTICLE V  
SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This Corporation shall have five (5) Directors initially effective January 7, 2009. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and street address of the initial Directors of this Corporation are:

Alan Baines  
3131 Daniels Road, Suite 106  
Winter Garden, Florida 34787

Gwen Baines  
3131 Daniels Road, Suite 106  
Winter Garden, Florida 34787

Carol L. Stuckey  
3131 Daniels Road, Suite 106  
Winter Garden, Florida 34787

Gene Stuckey  
3131 Daniels Road, Suite 106  
Winter Garden, Florida 34787

Joshua Morrison  
3131 Daniels Road, Suite 106  
Winter Garden, Florida 34787

ARTICLE VII  
INCORPORATORS

The name and street address of the persons signing these Amended and Restated Articles of Incorporation are:

Alan Baines  
3131 Daniels Road, Suite 106  
Winter Garden, Florida 34787

Gwen Baines  
3131 Daniels Road, Suite 106  
Winter Garden, Florida 34787

Carol L. Stuckey  
3131 Daniels Road, Suite 106  
Winter Garden, Florida 34787

Gene Stuckey  
3131 Daniels Road, Suite 106  
Winter Garden, Florida 34787

Joshua Morrison  
3131 Daniels Road, Suite 106  
Winter Garden, Florida 34787

ARTICLE VIII  
PRINCIPAL OFFICE AND REGISTERED OFFICE AND AGENT

The mailing address of the principal office of the Corporation shall be 3131 Daniels Road, Suite 106, Winter Garden, Florida 34787. The name and address of the registered agent and office of this Corporation shall be as follows:

Alan B. Taylor, Esquire  
Litchford & Christopher, P.A.  
390 N. Orange Avenue, Suite 2200  
Orlando, FL 32801  
Telephone: 407-422-6600  
Telecopier: 407-841-0325

ARTICLE IX  
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be as set forth in the Bylaws of the Corporation.

ARTICLE X  
DIRECTOR CONFLICTS OF INTEREST

A. No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is authorized or approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the Corporation at the time, it is approved by the board, a committee or the shareholder.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.



ARTICLE XI  
INDEMNIFICATION

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this Corporation.

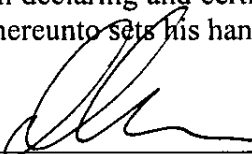
ARTICLE XII  
AMENDMENT

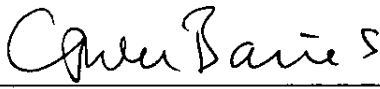
This Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

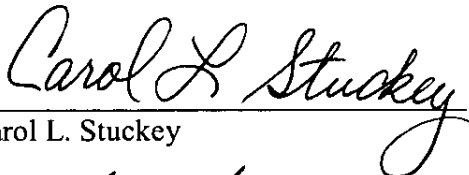
ARTICLE XIII  
HEADINGS AND CAPTIONS

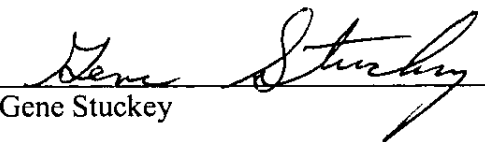
The headings or captions of these various Amended and Restated Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 7<sup>th</sup> day of January, 2009.

  
\_\_\_\_\_  
Alan Baines

  
\_\_\_\_\_  
Gwen Baines

  
\_\_\_\_\_  
Carol L. Stuckey

  
\_\_\_\_\_  
Gene Stuckey

  
\_\_\_\_\_  
Joshua Morrison

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 16<sup>th</sup> day of January, 2009.

By: \_\_\_\_\_

Alan B. Taylor

Florida Bar No. 833932

ATaylor@litchris.com

**LITCHFORD & CHRISTOPHER**

Professional Association

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