

PO8000037176

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

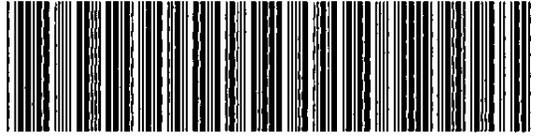
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Office Use Only

2545.625  
W08-15163



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03/24/08--01021--004 \*\*78.75

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 APR 11 PM 4:13

5/4/11/08

**MARY M. CALLAWAY, P.A.**

1600 North Palafox Street  
P.O. Box 36097  
Pensacola, FL 32516

Tel: (850) 434-2110 • Fax: (850) 434-2003

March 19, 2008

\*FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
08 APR 11 PM 4:13

Florida Department Of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32301

Subject: Mayfair Grocery, Inc.

Gentlemen:

Enclosed is a copy of a detailed form printed from your web site indicating this company is an inactive LLC. The investors want this company to be a regular business corporation.

Also enclosed you will find the following:

- (1) Articles of Incorporation;
- (2) Copy of Articles: and
- (3) Check in the amount of \$78.50 to cover fees.

Please file the Articles of Incorporation and return a certified copy of the Articles to our office.

Sincerely,

  
MARY M. CALLAWAY

MMC/js

**MARY M. CALLAWAY, P.A.**

1600 North Palafox Street

P.O. Box 36097

Pensacola, FL 32516

Tel: (850) 434-2110 • Fax: (850) 434-2003

April 8, 2008

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

08 APR 11 PM 4:13

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

RE: Mayfair Grocery Inc.

Gentlemen;

Please be advised that I am director of Mayfair Grocery, LLC (inactive) and president of Mayfair Grocery, Inc. (active).

If anything further is needed, please contact me.

Thank you.

Sincerely,



Oanh Tran



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

08 APR 11 PM 4:14

March 24, 2008

MARY M. CALLAWAY, ESQUIRE  
1600 NORTH PALAFOX STREET  
PENSACOLA, FL 32516

SUBJECT: MAYFAIR GROCERY, INC.  
Ref. Number: W08000015163

We have received your document for MAYFAIR GROCERY, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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

The effective date is not acceptable since it is not within five working days of the date of receipt.

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  
Regulatory Specialist II  
New Filing Section

Letter Number: 008A00017419

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DIVISION OF CORPORATIONS

08 APR 11 PM 4:14

**EFFECTIVE DATE**  
04/08/08

**ARTICLE OF INCORPORATION**  
**OF**  
**MAYFAIR GROCERY, INC.**

**ARTICLE ONE**

**Name**

The name of this corporation is **Mayfair Grocery, Inc.**

**ARTICLE TWO**

**Duration**

This corporation shall exist in perpetuity.

**ARTICLE THREE**

**Purpose**

This corporation is organized for the following purposes: To provided food sales and services, retail and wholesales, property management, and real estate sales/rental/investments and the like; and to acquire, hold, use, employ, lease and sell and deal in leases, apparatus, equipment and facilities for conducting business.To engage in interstate commerce insofar as may be necessary to carry out all of the purposes of the business and to conduct business in foreign states consistent with this charter.

To purchase, hold, sell and reissue the shares of its own capital stock, and should it become necessary to make an equitable division of the stock of this corporation among those who are now or may thereafter be entitled to such stock, or any part thereof, such stock may be reissued in fractional shares. To transact any all lawful business.

**ARTICLE FOUR**

**Capital Stock**

This corporation is authorized to issue one hundred thousand (100,000) shares of one dollar (\$1.00) par value common stock.

**ARTICLE FIVE**

**Preemptive Rights**

Every shareholder, upon the sale of any treasury stock or the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 SIX**

**Principal Place of Business**

The address of the principal place of business is 4036 W. Fairfield Drive, Pensacola, FL. 32505 and the mailing address is 818 Christian Drive, Pensacola, FL 32506.

**ARTICLE SEVEN**

**Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is:

**Oanh Van Tran**  
818 Christian Dr.  
Pensacola, FL 32506

## **ARTICLE EIGHT**

### **Incorporators**

The name and address of the person signing these Articles of Incorporation is:

**Oanh Van Tran**  
818 Christian Dr.  
Pensacola, FL 32506

## **ARTICLE NINE**

### **Bylaws**

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

## **ARTICLE TEN**

### **Restrictions on Transfer**

Outstanding shares of this corporation may not be resold or otherwise transferred to another unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreements among all the shareholders and this corporation.

## **ARTICLE ELEVEN**

### **Cumulative Voting and Voting Right**

At each election for directors every shareholder entitled to vote at such an election shall have the right to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates. Except as otherwise provided by law, the entire voting power for the election of directors shall be vested exclusively in the holders of the outstanding common shares.

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**ARTICLE TWELVE**

**Management of the Corporation**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the directions of the Board of Directors of this corporation.

**ARTICLE THIRTEEN**

**Indemnification**

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**ARTICLE FOURTEEN**

**Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

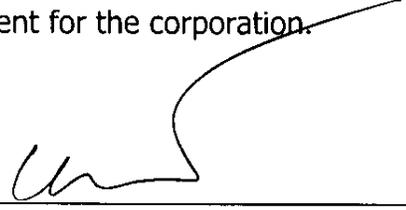
**ARTICLE FIFTEEN**

**Initial Registered Agent**

The name and address of the initial registered agent of this corporation is:

**Oanh Van Tran**  
818 Christian Dr.  
Pensacola, FL 32506

By signature below the registered agent accepts this designation, is familiar with and accepts the duties and responsibilities as registered agent for the corporation.

  
\_\_\_\_\_  
**Oanh Van Tran**

**ARTICLE SIXTEEN**

**Meeting by Conference Telephone**

Members of the Board of Directors may participate in meeting of the Board of Director by means of conference telephone or other electronic medium as provided by law.

**ARTICLE SEVENTEEN**

**Action by Directors Without a Meeting**

The Directors of this corporation may take action by written consent, as provided by law.

**ARTICLE EIGHTEEN**

**Action of the Corporation**

Any contract, transaction or act of the corporation or of the Board of Directors approved by a quorum of the shareholders entitled to vote at any meeting shall be as valid and binding as though approved by every shareholder of the corporation, but any failure of the shareholders to approve such contract, transaction or act shall not be deemed in any way to invalidate the same or deprive the corporation, its directors or officers of their rights to proceed.

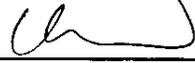
**ARTICLE NINETEEN**

**Date of Incorporation**

The date of commencement of corporate existence shall be the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 8<sup>th</sup> day of April, 2008.

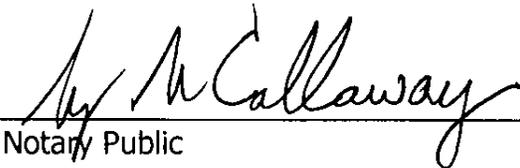
**MAYFAIR GROCERY, INC.**

  
\_\_\_\_\_  
**Oanh Van Tran**

State of Florida  
County of Escambia

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **Oanh Van Tran**, personally known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 8<sup>th</sup> day of April, 2008.

  
\_\_\_\_\_  
Notary Public

Prepared by:  
Mary M. Callaway, P.A.  
1600 N. Palafox Street  
Pensacola, FL 32516  
Telephone (850) 434-2114

