

P08000039674

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

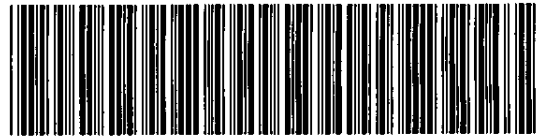
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

2555
W08-19548



800123194168

04/16/08--01011--019 **78.75

RECEIVED
08 APR 16 AM 10:47
CORPORATION STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 APR 18 AM 11:21

4/21/08

**LAZARUS
CORPORATE FILING SERVICE**

3320 SW 87TH AVENUE

MIAMI, FL 33165 (305) 552-5973

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 APR 18 AM 11:21

Office Use Only

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

1. BLANCA'S BAKERY CAFE, 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 17, 2008

LAZARUS CORPORATE FILING SERVICE

SUBJECT: BIANCA'S BAKERY CAFE, INC.
Ref. Number: W08000019548

We have received your document for BIANCA'S BAKERY CAFE, 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):

Please list the date the subscriber signed the articles.

The registered agent and street address must be consistent wherever it appears in your document.

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: 008A00023015

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ARTICLES OF INCORPORATION

OF

BIANCA'S BAKERY CAFE, INC.

ARTICLE I - NAME

The name of this Corporation is:

BIANCA'S BAKERY CAFE, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of The United State of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SIX HUNDRED SHARES
(600) at \$ 1.00 ----- DOLLAR per value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is :

2373 S.W. 125 AVENUE, MIRAMAR, FLORIDA 33027

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

JORGE L. VIERA

THE CORPORATION'S PRINCIPAL ADDRESS AND REGISTERED OFFICE ADDRESS ARE THE SAME

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1)

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

<u>NAME:</u>	<u>POSITION:</u>	<u>ADDRESS:</u>
<u>Leonides J. Lopez</u>	<u>President</u>	<u>2373 SW 125 Ave Miramar, Fl 33027</u>
<u>Lourdes M. Lopez</u>	<u>Vic. President</u>	<u>2373 SW 125 Ave Miramar, Fl 33027</u>
	<u>& Treasurer</u>	
<u>Jorge L. Viera</u>	<u>Secretary</u>	<u>2373 SW 125 Ave Miramar, Fl 33027</u>

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the corporation, and any person who serves at the request of this corporation, as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a Director or Officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or Officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors that of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called, expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>No. OF SHARES</u>
Leonides J. Lopez	2373 SW 125 Ave Miramar Fl 33027	200
Lourdes M. Lopez	2373 SW 125 Ave Miramar Fl 33027	200
Jorge L. Viera	2373 SW 125 Ave Miramar Fl 33027	200

ARTICLE XII - BY LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

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 direction of the Board of Directors.

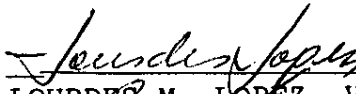
ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

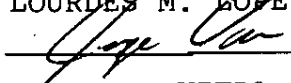
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation _____ days of _____, 200_____.



LEONIDES J. LOPEZ, PRESIDENT.



LOURDES M. LOPEZ, VICE PTE & TREASURER



JORGE L. VIERA, SECRETARY

STATE OF FLORIDA)

SS.

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and country set forth above, personally appeared: _____

known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and country aforesaid, this _____.

My Commission expires:

Notary Public

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

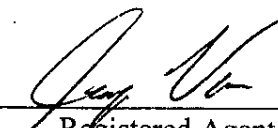
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First -- That BIANCA'S BAKERY CAFE, INC.
desiring to organize under the laws of the State of Florida with its principal office, as indicated in
the articles of Incorporation at City of Miramar, County of Miami Dade State of Florida has
named: JORGE L. VIERA located at 2373 SW 125 Avenue City of Miramar County
of Miami Dade, State of Florida, as its Agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate.

I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative
to keeping open said office.



Registered Agent
JORGE L. VIERA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 APR 18 4:11:21