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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VA

## COVER LETTER

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

SUBJECT: PYEWACKET Coffee House Club, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: MARCELLA P. MacDonald  
Name (Printed or typed)

143 Valley Circle  
Address

BRANDON, FL. 33510  
City, State & Zip

813-661-9803  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
PYEWACKET COFFEE HOUSE CLUB, INC.**

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**ARTICLE I NAME**

The name of this Corporation is: Pyewacket Coffee House Club, Inc.

**Article 11- Duration**

The duration of the Corporation shall be perpetual

**ARTICLE III- PURPOSE**

The Corporation is formed for the purpose of operating and transacting any and all lawful activity or business.

**ARTICLE VI- CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock, which will be designated "Common Shares". Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

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 Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

The Board of Directors may, authorize the issuance of shares of its stock of any class, or securities convertible into shares of its stock of any class, for such consideration as the Board of Directors may deem advisable, subjective to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Directors may, by Restated Articles of Incorporation or Amendment to the Articles of Incorporation , classify or reclassify any unissued stock from time to time by setting or changing the preference, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE V- PRINCIPAL OFFICE**

The principal office of the Corporation is:

143 Valley Circle  
Brandon, FL 33510

The mailing address of this Corporation shall be:

143 Valley Circle  
Brandon, FL 33510

## **ARTICLE VI**

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

143 Valley Circle  
Brandon, FL 33510

The name if the initial registered agent of this Corporation at such address is:

Marcella P. MacDonald

## **ARTICLE VII-INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Directors of this Corporation are:

Marcella P. MacDonald	Debra Fiene
143 Valley Circle	7604 S. Oconto
Brandon, FL 33510	Bridgeview, IL 60455

## **ARTICLE VIII- INCORPORATOR**

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

Marcella P. MacDonald  
143 Valley Circle  
Brandon, FL 33510

## **ARTICLE IX- BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors . Every Amendment shall be approved at a meeting of the Board of Directors , unless all Directors sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

## **ARTICLE X- CALLING OF SPECIAL MEETING**

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the shareholders, the Board of Directors of this Corporation or a designee of any of the same.

## **ARTICLE XI- REMOVAL OF DIRECTORS**

A majority of interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

## **ARTICLE XII- INTERESTED DIRECTORS CONTRACTS**

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because of 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 purposes, 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 such contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; 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 or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the shareholders.

## **ARTICLE XIII- EXTRAORDINARY ACTION**

The affirmative vote of fifty percent (50%) plus one share of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these Articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

#### **ARTICLE XIV- INDEMNIFICATION**

The Corporation shall indemnify managers and officers of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Corporation against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Directors, that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the Directors. The indemnification and advancement of attorney fees and expenses for managers, officers, employees or agents of the Corporation shall apply when such persons are serving at the Corporations request while a manager, officer, employee or agent of the Corporation, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, weather or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Corporation, weather or not the Corporation would have the power to indemnify the individual against the same liability under the law. All reference to these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "manage", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, the undersign subscriber has executed these Articles of Incorporation this 11<sup>th</sup> day of April, 2008.

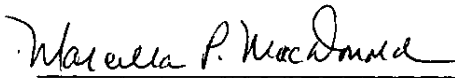


Marcella P. MacDonald

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**ACKNOWLEDGMENT OF RESIDENT AGENT**

Having been named as Registered Agent and to accept service of process for Pyewacket Coffee House Club, Inc. At the place designated in this Certificate, I hereby accept the appointment to act in this capacity. I further agree to comply with the provisions of all Florida 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.

  
\_\_\_\_\_  
Marcella P. MacDonald