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FLORIDA PROFIT/NON PROFIT CORPORATION

Hall's Food Service, Inc.

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**ARTICLES OF INCORPORATION**

**OF**

**HALL'S FOOD SERVICE, INC.**

The undersigned natural persons, of legal age, acting as Incorporators under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be HALL'S FOOD SERVICE, INC., and the principal address is 2728 Cayman Circle, Zellwood, Florida 32798, and the mailing address is 2728 Cayman Circle, Zellwood, Florida 32798.

**ARTICLE II  
PURPOSES**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and this State.

**ARTICLE III  
CAPITAL STOCK**

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be One Hundred (100) shares of common stock; each with a par value of One and No/100 (\$1.00) Dollar.

**ARTICLE IV  
SUBSCRIBERS, INCORPORATORS, AND DIRECTORS**

The name and address of the Subscribers, Directors, and Incorporators are:

RODGER W. HALL, Sr., Director/President  
165 So. Rhodes St.  
Mount Dora, Florida 32757

CHRISTINA HALL, Director/Vice-President  
165 So. Rhodes St.  
Mount Dora, Florida 32757

RODGER HALL, Jr., Treasurer  
1133 Jasmine St.  
Eustis, Florida 32726

RUTH MAAREF, Secretary  
34249 Loralack, Ave.  
Leesburg, Florida 34788

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**ARTICLE V  
INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act, by written agreement without a meeting, as provided in Florida Statutes 607.394 and the By-Laws.

**ARTICLE VI  
FUNDAMENTAL CHANGES**

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the Corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the Corporation;
- (d) Dissolution of the Corporation.

**ARTICLE VII  
DIRECTORS**

The business of the Corporation shall be managed initially by a board of two (2) directors. The number of directors may be increased or decreased, as provided in the By-Laws, but shall never be less than one (1) director.

The entire Board of Directors or any individual Director may be removed from office without assignment of cause by affirmative vote of one hundred (100%) percent of the outstanding shares of all classes of stock entitled to vote. Directors, who are not stockholders, may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of one hundred (100%) percent of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a Director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of one hundred (100%) percent of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

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**ARTICLE VIII  
OPERATING AGREEMENT**

Two or more of the shareholders of this Corporation entitled to vote may, as provided in the By-Laws, from time to time enter into agreements providing for shareholders voting, the operation and/or government of the Corporation and for such other matters as the parties to the agreement determine and are permitted by law, and which relate to any phase of the affairs of this Corporation. The Board of Directors may require, by resolution or By-Law, that the existence of such agreement be noted on the certificates of stock of the Corporation, which are subject to such agreement.

**ARTICLE IX  
EFFECTIVE DATE**

The date that corporate existence shall begin shall be June 9, 2008, pursuant to Florida Statute 607.167.

**ARTICLE X  
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial Registered office of this Corporation is:

CAUTHEN, OLDHAM & ASSOCIATES, P.A.  
131 W. Main Street  
Tavares, Florida 32778

The name of the Registered Agent of this Corporation is DAVID E. CAUTHEN at the above office address.

**ARTICLE XI  
BY-LAWS**

The By-Laws of this Corporation may be adopted, amended, or repealed, by either the Board of Directors or by the Stockholders, except as otherwise provided in the By-Laws.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporators, certify to the truth of the facts herein stated, this 18 day of June, 2008.

  
\_\_\_\_\_  
RODGER W. HALL, Sr.,  
Incorporator

  
\_\_\_\_\_  
CHRISTINA HALL,  
Incorporator

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STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, RODGER W. HALL, Sr., who after being duly cautioned and sworn, did depose and say that the name of said Incorporator was affixed to the foregoing Articles of Incorporation of HALL'S FOOD SERVICE, INC., as one of the original subscribers to said Corporation for the purposes therein expressed.

WITNESS my hand and official seal at Tavares, County of Lake, State of Florida, this 18<sup>th</sup> day of June, 2008.



Cora Jean Case  
Notary Public

My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, CHRISTINA HALL, who after being duly cautioned and sworn, did depose and say that the name of said Incorporator was affixed to the foregoing Articles of Incorporation of HALL'S FOOD SERVICE, INC., as one of the original subscribers to said Corporation for the purposes therein expressed.

WITNESS my hand and official seal at Tavares, County of Lake, State of Florida, this 18<sup>th</sup> day of June, 2008.



Cora Jean Case  
Notary Public

My Commission Expires: \_\_\_\_\_

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

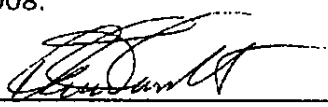
Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is HALL'S FOOD SERVICE, INC..
2. The name and address of the Registered Agent and Office is:

DAVID E. CAUTHEN  
CAUTHEN, OLDHAM & ASSOCIATES, P.A.  
131 W. Main Street  
Tavares, Florida 32778

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL 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.

**DATED** this 18<sup>th</sup> day of June, 2008.

  
\_\_\_\_\_  
DAVID E. CAUTHEN

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