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STORETARY OF STATE

T. BUTCH HUY 20 2008.

# Doak S. Campbell, III .......

70 SE FOURTH AVENUE DELRAY BEACH, FLORIDA 33483

TELEPHONE NUMBER 561/278-1890 FAX

561/274-8123

November 18, 2008

Secretary of State Division of Corporations 409 East Gains Street Tallahassee, Fl 32399

Re: ITALIAN PAVILION, INC.

Gentlemen:

Enclose please find Articles of Incorporation, original and one copy, together with a check in the amount of \$78.75, that needs to be filed, please return a certify copy.

Thank you for your attention to this matter.

Sincerely yours,

Doak S. Campbell, III

## STATE OF FLORIDA ARTICLE OF INCORPORATION

**OF** 

#### ITALIAN PAVILION, INC.

Article I: Name

The name of the corporation is ITALIAN PAVILION, INC

Article II: Duration

This corporation shall have perpetual existence.

Article III: Purpose.

This corporation is organized for the purpose of conducting any and all lawful business.

# Article IV: Capital Stock

This corporation is authorized to issue One Hundred (100) shares of stock at One Dollar (\$1.00) par value common stock.

# Article V Initial Registered Office and Agent.

The street address of the initial registered office of this Corporation is 825 Egret Circle, #407, Delray Beach, FL. 33444 and the name of the initial registered agent of this corporation at the address is CLAUDIO COLUCCI

# Article VI Principal Office and Mailing Address.

The principal office and mailing address of the Corporation is 825 Egret Circle, #407, Delray Beach, FL. 33444.

# Article VII Initial board of Directors.

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by laws, but shall never be less than one (1).

SECRETARY OF STATE
IALLAHASSEE FLORIDA

10

The name and address of the initial directors of this corporation are:

Name:

Address:

CLAUDIO COLUCCI President/Director

825 Egret Circle, #407 Delray Beach, FL. 33444

## Article VIII Incorporator.

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

CLAUDIO COLUCCI

825 Egret Circle, #407 Delray Beach, FL. 33444

#### Article IX Powers.

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

## Article X Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

# Article XI Action by Directors without a Meeting.

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

#### Article XII Indemnification.

This corporation shall, to the fullest extend permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions.

The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs and personal representatives of such person.

#### Article XIII Amendment.

This corporation reserves the right to amend or repeal any provisions contained in these articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

#### Article XIV Bylaws.

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such by law is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18<sup>th</sup> day of November, 2008

CLAUDIO COLUCCI Incorporator

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED

FIRST THAT ITALIAN PAVILION, INC, DESIRING TO ORGANIZE UNTHER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF DELRAY BEACH, STATE OF FLORIDA, NAMED CLAUDIO COLUCCI OF ITALIAN PAVILLION, INC. ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

CLAUDIO COLUCCI Incorporator

DATE November 18th, 2008

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

**SIGNATURE** 

CLAUDIO COLUCCI Registered Agent

DATE November, 18<sup>th</sup> 2008

# STATE OF FLORIDA COUNTY OF PALM BEACH

**BEFORE ME,** a Notary Public authorized to take acknowledgments in the state and County set forth above, personally appeared CLAUDIO COLUCCI, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that he executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18<sup>th</sup> day of November, 2008.

Notary Public

My Commission Expires:

Doak S. Campbell III.
Commission # DD431261
Expires June 21, 2009