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FLORIDA PROFIT/NON PROFIT CORPORATION

cafe magnolia, inc.

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**ARTICLES OF INCORPORATION.**

**OF**

**CAFE MAGNOLIA, INC.**

**A PROFIT CORPORATION**

The Undersigned, desiring to form a Profit Corporation in accordance with Chapter 607, Florida Statutes, entitled Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

**Article I  
NAME**

The name of the corporation is CAFE MAGNOLIA, INC.

**Article II  
PURPOSE**

The purpose for which the Corporation is organized shall be to engage in and carry on any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**Article III  
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is one thousand (1000), all of which shall be common stock having a par value of One Dollar (\$1.00) per share.

**Article IV  
CAPITALIZATION**

The amount of capital with which the corporation will begin business is not less than One Thousand Dollars (\$1,000.00).

**Article V  
DURATION**

The term of existence of the corporation is perpetual unless sooner dissolved according to law, and its existence shall commence upon filing.

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**Article VI  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office of the corporation is:

3155 NW 77 Avenue  
Miami, Florida 33122-3700

The initial mailing address of the corporation is:

7275 SW 89 Street  
Unit B613  
Miami, Florida 33156

**ARTICLE VII  
INCORPORATORS**

The name and address of the incorporator is:

Steve Hodgetts  
7275 SW 89 Street  
Unit B613  
Miami, Florida 33156

**ARTICLE VIII  
DIRECTORS**

The initial board of directors of the Corporation shall consist of one (1) member. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's bylaws.

The name and address of the initial director of the first board of directors are:

Steve Hodgetts  
7275 SW 89 Street  
Unit B613  
Miami, Florida 33156

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

The initial Officers of the Corporation shall consist of President and Secretary. Changes in the number of officers of the corporations shall be made by amendment to the Corporation's bylaws.

The names and addresses of the initial officers are:

President: Steve Hodgetts  
7275 SW 89 Street  
Unit B613  
Miami, Florida 33156

Secretary: Steve Hodgetts  
7275 SW 89 Street  
Unit B613  
Miami, Florida 33156

#### **ARTICLE IX REGISTERED OFFICE**

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

7275 SW 89 Street  
Unit B613  
Miami, Florida 33156

The name of the registered agent at such address is:

Steve Hodgetts

#### **ARTICLE X PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

#### **ARTICLE XI CORPORATE POWERS**

The Corporation shall have all the rights and powers now or hereafter conferred on profit corporations by the laws of the State of Florida.

## **ARTICLE XII BYLAWS**

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by unanimous vote of the shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such bylaws.

## **ARTICLE XIII DISSOLUTION**

The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

## **ARTICLE XIV INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

## **ARTICLE XV REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporators. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

## **ARTICLE XVI RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the stockholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of  
Incorporation, this 19 day of November, 2008.

  
Steve Hodgetts, Incorporator

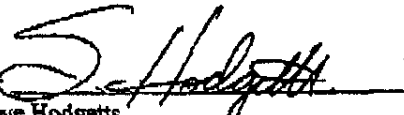
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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT  
OF  
CAFE MAGNOLIA, INC.**

Pursuant to Section 607.0501 of the Florida Business Corporation Act, the following is submitted in compliance with said Act:

*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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, F.S.*

Dated this 19 day of November, 2008.

By   
Steve Hodgetts  
Registered Agent's Signature

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