

P09000051211

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

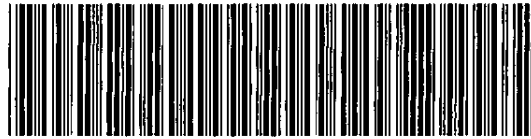
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900156818949

06/11/09--01025--015 \*\*78.75

APPROVED  
AND  
FILED  
09 JUN 11 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten signature

## COVER LETTER

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

**SUBJECT:** Central Florida Cookies, 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      ☒ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                    & Certificate of  
                                    Status  
**ADDITIONAL COPY REQUIRED**

**FROM:** Mike Ladisa  
Name (Printed or typed)

7545 W. Sand Lake Rd  
Address

Orlando, FL 32819  
City, State & Zip

407-903-0230  
Daytime Telephone number

mike@centralfloridacookies.com  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION**  
**OF**  
**CENTRAL FLORIDA COOKIES, INC.**

**APPROVED  
AND  
FILED**  
**09 JUN 11 AM 9:53**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

I, the undersigned, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, do hereby certify as follows:

**ARTICLE I**

The name of this corporation shall be:

**CENTRAL FLORIDA COOKIES, INC.**

**ARTICLE II**

The corporation may conduct or engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

The corporation may conduct its business or any part or parts thereof in the United States of America, or either of them, in the territories and District of Columbia, and in any or all dependencies, colonies or possessions of the United States of America, and in Foreign countries or jurisdictions, without restriction as to place and may have one or more offices or agencies, and keep, such books of the company outside of the State of Florida as are not required by law to be kept within this state.

**ARTICLE IV**

The corporation may do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto, or necessary or incidental to the protection and benefit of this corporation.

**ARTICLE V**

The authorized capital stock of this corporation shall consist of seven thousand (7000) shares of common stock, with par value of One and No/100 (\$1.00) Dollar per share. Such stock shall possess and exercise exclusive voting rights. All such stock shall be fully paid and non-assessable.

Said common stock may be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by written contract, or other securities of the corporation.

The Board of Directors of the corporation may, from time to time, authorize shares to be issued is adequate. The shares shall not be issued for less than par value thereof.

The holders of common shares shall have preemptive rights to purchase any shares of the corporation thereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### **ARTICLE VI**

This corporation shall have perpetual existence, unless sooner dissolved according to law.

#### **ARTICLE VII**

The principle office of this corporation shall be located at 7545 W. Sand Lake Road, Orlando, Florida, 32819, and its initial registered agent at such office shall be Michael Ladisa.

#### **ARTICLE IX**

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than four (4) members, as fixed from time to time by the By-Laws of the corporation. The Board of Directors shall be elected by the Stockholders, but it shall not be necessary that such directors be stockholders of the corporation.

#### **ARTICLE X**

The name and post office address of the first Board of Directors of this corporation, who shall hold office until their successors are elected and qualified shall be:

Michael N. Ladisa President	2598 Elwick Street Ocoee, Florida 34761
Michael Ladisa Vice-President	12148 Rebecca's Run Drive Winter Garden, Florida 34787
Alena M. Ladisa Secretary	2598 Elwick Street Ocoee, Florida 34761
Mary Ann Ladisa Treasurer	12148 Rebecca's Run Drive Winter Garden, Florida 34787

#### **ARTICLE XI**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Michael N. Ladisa	2598 Elwick Street Ocoee, Florida 34761

## ARTICLE XII

In furtherance and not in limitation of the powers conferred by statute, the corporation shall have and may exercise the following powers:

- A. In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, the corporation shall have the power and authority to incur debts and to raise, borrow and secure the payment of money in lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments, and evidences of all kinds whether secured by mortgage, pledge, deed of trust, or otherwise.
- B. The corporation shall have power to hold meetings, both of stockholders and directors, either within or without the State of Florida, at such places as may be from time to time designated by the Board of Directors. Meetings of directors and stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statutory restrictions relative thereof, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed as preventing, any stockholder or director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, or taking of action without a meeting as may be provided by the Statutes of the State of Florida, and by the By-Laws of this corporation consistent therewith.
- C. The number of directors of the corporation shall be fixed from time to time by the By-Laws and may be increased or decreased as shall be provided by the By-Laws, subject to any limitations imposed by these Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of the directors, or by death, resignation, or other cause, may be filled by the directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill such vacancy shall hold office until the next annual meeting of the stockholders and until his successor shall have been elected and shall have qualified.
- D. The corporation, in its By-Laws, may confer upon the directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by the statutes.
- E. It shall not be necessary for any officer of the corporation to be a director or for any officer to be a stockholder.
- F. The annual meeting of the stockholders shall be held on such a day as may be fixed by the By-Laws of the corporation, and the date of such meetings may be changed from time to time as the By-Laws provide; and the manner of calling meeting of stockholders and directors may be fixed by the By-Laws.
- G. Members of the Board of Directors or any executive committee shall be deemed present at a meeting of any such board or committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, is used.

### **ARTICLE XIII**

Each director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by reason of any act or omission to act as such director or officer, provided that he shall not have been derelict in the performance of this duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any rights to which any director or officer may be entitled as a matter of law.

### **ARTICLE XIV**

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in or is a member, stockholder, director, or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any director or directors, individually or jointly, may be a party or parties to or may be interested in, any contract or transaction of this corporation shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to or interested in such contract, act or association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm association, or corporation in which he may be in anywise interested.

### **ARTICLE XV**

The date of corporate existence shall be the date of acknowledgement of this Article provided the same is filed with the Department of State within five (5) days of the date of the acknowledgement, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of such filing.

IN WITNESS WHEREOF, the undersigned, being the only incorporator, has executed these Articles of Incorporation this 8 day of June, 2009.

[Signature] (SEAL)  
MICHAEL LADISA

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 8 day of June, 2009, by MICHAEL LADISA, who is personally know to me or who produced a driver's license as identification.

NOTARY PUBLIC

[Signature]  
Sign

Natasha Broumand  
Print

(Notary Seal)



orange county,  
FL

CONSENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for the corporation named above, does hereby consent to the appointment.

[Signature]  
MICHAEL LADISA  
"REGISTERED AGENT"

09 JUN 11 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED