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## ARTICLES OF INCORPORATION

**OF** 

## SALT AND PEPPER ENTERPRISES, INC.

SECRETARY OF STATE DIVISION OF CORPORATIONS

We, the undersigned, have this day associated ourselves together for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

# ARTICLE I NAME

The name of the corporation is SALT AND PEPPER ENTERPRISES, INC.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 8265 Concord Boulevard West, Jacksonville, FL 32208.

# ARTICLE III PURPOSE

The purpose for which this Corporation is being formed is to promote Apple Sauce Kanani business, entrepreneurial ventures and free enterprise.

# ARTICLE IV SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand Shares of Non-Assessable Common Stock, having a par value of \$1.00.

Shares having a par value may be issued for such consideration expressed in dollars not less than the par value thereof, as shall be fixed from time to time by the shareholders of the corporation.

Morris L. Wilson shall hold 600 shares of SALT AND PEPPER ENTERPRISES, INC. and STEPHEN L. CARROLL shall hold 400 shares of SALT AND PEPPER ENTERPRISES, INC.

#### ARTICLE V DISTRIBUTION FROM CAPITAL SURPLUS

The Board of Directors of the Corporation may, from time to time, distribute on a pro-rata basis to its shareholders out of the capital surplus of the Corporation a portion of its assets, in cash or property.

#### ARTICLE VI DIVIDENDS FROM DEPLETION RESERVES

The Board of Directors may, from time to time, declare and cause the corporation to pay cash dividends from the depletion reserves established by the corporation.

#### ARTI CLE VII REDUCTION OF DEFICITS

The Corporation may apply any and all of its capital surplus to the reduction or elimination of any deficit arising from losses, however, incurred, but only after first eliminating the earned surplus, if any, of the Corporation by applying such losses against earned surplus, if any, and only upon the affirmative vote of the holders of a majority of the issued and outstanding voting stock of the corporation at a meeting duly and properly noticed and held.

## ARTICLE VIII PERPETUITIES

The Corporation's existence shall be perpetual.

# ARTICLE IX INITIAL REGISTERED AGENT

The name and the address of the initial registered agent of the Corporation is: STEPHEN L. CARROLL, 1744 LONDONDERRY ROAD, JACKSONVILLE, FL 32210.

# ARTICLE X FISCAL YEAR END

The Corporation shall initially have a fiscal year end of December 31.

## **ARTICLE X INCORPORATORS**

The name and street addresses of the Incorporator to these Articles of Incorporation is:

MORRIS J. WILSON, 8265 CONCORD BOULEVARD W, JACKSONVILLE, FL 32208

STEPHEN L. CARROLL, 1744 LONDONDERRY ROAD, JACKSONVILLE, FL 32210

The undersigned incorporators have executed these Articles of Incorporation this 19th day of November, 2009.

STEPHEN L. CARROLL . President/Treasurer

MORRIS J. WILSON, Vice-President/Secretary

SERVICE AGENT

I hereby accept to be the service agent for Salt and Pepper Enterprises, Inc.

STEPHEN L. CARROLL

1744 Londonderry Road Jacksonville, FL 32210