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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ROBERT M. DONLON, P.A.**

**Attorney-at-Law  
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Suite 900  
Palm Beach Gardens, Florida 33410  
(561) 625-3799-telephone  
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March 16, 2010

Florida Department of State  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Wintzell's-Pensacola, Inc.

Dear Sir or Madam:

I have enclosed herewith an original and one (1) additional copy of the proposed Articles of Incorporation for Wintzell's-Pensacola, Inc.

Additionally, I have enclosed my firm check payable to the Florida Department of State in the amount of \$78.75, representing your filing fees together with the fee for a certified copy.

Please note that in accordance with Florida Statute Section 608.409, we request that the effective date and time of this filing be: March 17, 2010, at 2:00 p.m.

Please return all correspondence and direct any further inquiries concerning this matter to:

Robert M. Donlon, Esq.  
Robert M. Donlon, P.A.  
4400 PGA Boulevard, Suite 900  
Palm Beach Gardens, FL 33410  
(561) 624-3799- telephone  
(772) 460-1484- facsimile  
[donlonlaw@comcast.net](mailto:donlonlaw@comcast.net) -e-mail address

Thank you for your attention to this matter.

Very truly yours,

  
Robert M. Donlon

**ARTICLES OF INCORPORATION**  
**Of**  
**WINTZELL'S-PENSACOLA, INC.**

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TALLAHASSEE, FLORIDA

**PREAMBLE**

I, the undersigned Incorporator, do hereby associate myself under the following Articles, for the purpose of forming a corporation under Chapter 607, Florida Statutes, and all other applicable laws of the State of Florida.

**ARTICLE I**

**Name:**

The name of this Corporation shall be:

**Wintzell's-Pensacola, Inc.**

**ARTICLE II**

**Principal Office:**

The principal office of this Corporation shall be:

400 East Chase Street  
Pensacola, Florida

**ARTICLE III**

**Mailing Address:**

The mailing address of this Corporation shall be:

Post Office Box 1985  
Mobile, Alabama 36633

#### **ARTICLE IV**

##### **General Nature of Business:**

The general nature of the business to be transacted by this Corporation is:

- (1) Management of a restaurant business and all aspects of business related thereto;
- (2) Management of a real estate holding company; and
- (3) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

#### **ARTICLE V**

##### **Corporate Powers:**

This Corporation shall have all powers now and hereinafter granted corporations for profit under the laws of the State of Florida, including, but not limited to, the Emergency Powers included in Section 607.0303, Florida Statutes.

#### **ARTICLE VI**

##### **Capital Stock:**

This Corporation shall be authorized to have outstanding at any time a maximum of 100 shares of stock of the par value of \$1.00.

#### **ARTICLE VII**

##### **Required Capital:**

This Corporation shall begin business with capital of not less than One Hundred Dollars (\$100.00).

## ARTICLE VIII

### Term of Existence:

This Corporation shall exist perpetually.

## ARTICLE IX

### Directors and Officers:

(1) The business of this Corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws of the Corporation. The Board of Directors shall elect the Officers of this Corporation in accordance with the By-Laws of the Corporation.

(2) Members of the Board of Directors will be deemed present and may conduct business at any meeting of such Board by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and address of the members of the first Board of Directors of this Corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

#### Name:

#### Address:

Robert L. Donlon

Post Office Box 1985  
Mobile, Alabama 36633

(4) The names, titles and addresses of the first Officers of this Corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follow:

#### Name:

#### Title:

#### Address:

Robert L. Donlon

President  
Secretary  
Treasurer

Post Office Box 1985  
Mobile, Alabama 36633

**ARTICLE X**

**Designation of Registered Office and Agent:**

That this Corporation, desiring to organize under the laws of the State of Florida, has designated its initial registered office as: 4400 PGA Boulevard, Suite 900, Palm Beach Gardens, FL 33410, and has named Robert M. Donlon as its initial Registered Agent who is located at such address.

**ARTICLE XI**

**Incorporator:**

The name and address of the Incorporator to these Articles of Incorporation are as follows:

**Name:**

Robert M. Donlon

**Address:**

4400 PGA Boulevard, Suite 900  
Palm Beach Gardens, FL 33410

**ARTICLE XII**

**Effective Date and Time:**

The Articles of Incorporation shall be effective as of March 17, 2010, at 2:00 p.m. in accordance with Florida Statute Section 607.0203, and irrespective of the actual date and time of filing as permitted under said Section.

SIGNED and DATED this 16<sup>th</sup> day of March, 2010.

  
\_\_\_\_\_  
ROBERT M. DONLON, as  
Incorporator

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent to accept Service of Process for Wintzell's-Pensacola, Inc., at the place designated in Article X of these Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Signed this 16<sup>th</sup> day of March, 2010.

  
\_\_\_\_\_  
ROBERT M. DONLON, as  
Registered Agent

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