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TALLAHASSEE, FLORIDA

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75 8/6/10

COVER LETTER

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

SUBJECT: Uncanny Biscotti Bakery and Cafe, 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
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Michael D. Kendall

Name (Printed or typed)

815 S. Main Street, Suite 300

Address

Jacksonville, Florida 32207

City, State & Zip

904-393-9007

Daytime Telephone number

mkendall@gobelman.com

E-mail address: (to be used for future annual report notification)

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

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
UNCANNY BISCOTTI BAKERY AND CAFÉ, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I
Name**

The name of this corporation shall be UNCANNY BISCOTTI BAKERY AND CAFÉ, INC.

**Article II
Principal Office and Mailing Address**

The principal office and mailing address of this corporation shall be 12567 Dunraven Trail, Jacksonville, Florida 32223.

**Article III
Capital Stock**

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$.10 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote with respect to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

**Article IV
Initial Registered Agent and Address**

The name and street address of the initial registered agent of this corporation are:

Suzanne Renehan
12567 Dunraven Trail
Jacksonville, Florida 32223

Article V
Incorporator

The name and street address of the incorporator of this corporation are:

Suzanne Renehan
12567 Dunraven Trail
Jacksonville, Florida 32223

Article VI
Effective Date: Duration

Section 6.1. Effective Date. Corporate existence shall commence on the date these Articles are filed by the Department of State of the State of Florida.

Section 6.2. Duration. This corporation shall exist perpetually.

Article VII
Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors and Officers

Section 8.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Directors and Officers. The name and street address of the initial director and officer, and the offices held by each officer, of the corporation are:

Suzanne Renehan
12567 Dunraven Trail
Jacksonville, Florida 32223

Director, President, Secretary and
Treasurer

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefrom in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

Article IX
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation
this 1st day of August, 20 10.


Suzanne Renehan, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

UNCANNY BISCOTTI BAKERY AND CAFÉ, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Suzanne Renehan as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 12567 Dunraven Trail, Jacksonville, Florida 32223.

DATED this 1st day of August, 20 10.

Suzanne Renehan
Suzanne Renehan, Incorporator

Having been named as registered agent 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 I am familiar with and accept the obligations of my position as registered agent.

DATED this 1st day of August, 20 10.

Suzanne Renehan
Suzanne Renehan, Incorporator

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AND
FILED

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TALLAHASSEE, FLORIDA