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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 FEB 28 PM 3:26

APPROVED
AND
FILED

COVER LETTER

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

SUBJECT: DemWhit's Culinary Creations 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: Whitney Mills
Name (Printed or typed)
7501 E. Treasure Dr. Penthouse #P
Address
Miami Beach, FL 33141
City, State & Zip
(678) 427-4057
Daytime Telephone number
whitneyelaine1@gmail.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
DEMWHIT'S CULINARY CREATIONS INC.**

APPROVED
AND
FILED
11 FEB 28 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEMWHIT'S CULINARY CREATIONS INC. (the "Company"), pursuant to the provisions of Chapter 607, Florida Statutes (the "FS"), hereby adopts this articles of incorporation that are in effect as of the date hereof (collectively, the "Articles of Incorporation").

**ARTICLE I
ENTITY NAME AND TYPE**

The filing entity being formed is a for-profit corporation. The name of the entity is DEMWHIT'S CULINARY CREATIONS INC. (the "Corporation").

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and the mailing address is 7501 E. Treasure Dr. Penthouse # P, Miami Beach, Florida 33141.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is formed is for the transaction of any and all lawful business for which a for-profit corporation may be organized under the FS.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares of all classes of stock that the Corporation shall have authority to issue is 100,000 shares of common stock, \$1.00 par value per share ("Common Stock").

The voting power of the Corporation shall be vested in the Common Stock. Each share of Common Stock shall entitle the holder thereof to one vote at all meetings of the shareholders of the Corporation.

**ARTICLE V
INITIAL DIRECTORS**

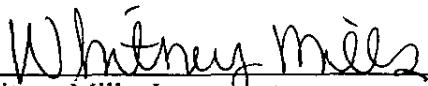
The number of directors constituting the initial board of directors shall be six. The number of directors which shall constitute the entire Board of Directors shall be fixed from time to time by the bylaws of the Corporation. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

ARTICLE IX
EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: February 15, 2011



Whitney Mills, Incorporator

<u>Name</u>	<u>Address</u>	<u>Office</u>
Demar Mills	7501 E. Treasure Dr. Penthouse # P, Miami Beach, Florida 33141	President, Chairman of the Board
Whitney Mills	7501 E. Treasure Dr. Penthouse # P, Miami Beach, Florida 33141	Executive Vice-President, Secretary, Treasurer
Peter Rood	7501 E. Treasure Dr. Penthouse # P, Miami Beach, Florida 33141	Chief Operating Officer, Director
Geoffrey CheePing	7501 E. Treasure Dr. Penthouse # P, Miami Beach, Florida 33141	Vice-President of Sales, Director
Terrence Hobdy	7501 E. Treasure Dr. Penthouse # P, Miami Beach, Florida 33141	Director
Charles Franks	7501 E. Treasure Dr. Penthouse # P, Miami Beach, Florida 33141	Director

**ARTICLE VI
REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent is an individual resident of the State of Florida whose name is Whitney Mills. The business address of the registered agent and the registered office is 7501 E. Treasure Dr. Penthouse # P, Miami Beach, Florida 33141.

I, Whitney Mills, hereby accept the designation as registered agent for the Corporation and agree to act in this capacity.

Whitney Mills / Date 2 / 15 / 11
Whitney Mills

**ARTICLE VII
LIABILITY OF DIRECTORS**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except for liability for any of the following:

- (1) A breach of the director's duty of loyalty to the Corporation or its shareholders;
- (2) An act or omission not in good faith that constitutes a breach of the director's duty to the Corporation;
- (3) An act or omission that involves intentional misconduct or a knowing violation of the law;
- (4) A transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (5) An act or omission for which the director's liability is provided expressly by an applicable statute.

If the FS is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FS, as so amended.

Any amendment, modification, or repeal of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, modification or repeal. Any repeal or modification of those provisions of the FS that concern the limitation of director liability shall not be construed to affect adversely any right or protection of a director of the Corporation existing at the time of such repeal or modification unless such adverse construction is required by law.

**ARTICLE VIII
INCORPORATOR**

The name and mailing address of the organizer of the Corporation is as follows:

Name

Address

Whitney Mills
Whitney Mills

7501 E. Treasure Dr. Penthouse # P
Miami Beach, Florida 33141