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COVER LETTER

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

SUBJECT: Rosemary 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: Marcelo R. Vieira

Name (Printed or typed)

9908 Hammocks Blvd. Apartment 42-101

Address

Miami, FL 33196-1569

City, State & Zip

305-989-0031

Daytime Telephone number

marcelo0001@hotmail.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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this Corporation is Rosemary Cafe Inc.

ARTICLE II - Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as the same exists or may hereafter be amended ("Florida Law").

ARTICLE III - Capital Stock

The Corporation is authorized to issue 500,000 shares of Common Stock at a par value of \$1.00 per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the initial registered agent is: Marcelo R. Vieira, 9908 Hammocks Blvd. Apt 42-101, Miami, Florida 33196-1569

ARTICLE V - Corporate Mailing Address

The street address of the Corporation's initial principal office is 1321 Washington Avenue, Miami Beach, Florida 33139-4211

ARTICLE VI - Incorporator

The name of the incorporator of the Corporation and his street address are: Marcelo R. Vieira, 9908 Hammocks Blvd. Apt 42-101, Miami, Florida 33196-1569

ARTICLE VII - Initial Officers and/or Directors

The names and mailing addresses of the persons who are to serve as initial officers and directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Name and Address:

Title:

Marcelo R. Vieira
9908 Hammocks Blvd. Apt 42-101
Miami, Florida 33196-1569

President and Director

Rosa R. Vieira
9908 Hammocks Blvd. Apt 42-101
Miami, Florida 33196-1569

Vice-President and Director

Joao C. da Silva
9908 Hammocks Blvd. Apt 42-101
Miami, Florida 33196-1569

Treasurer and Director

and to such effect as the Board of Directors shall determine to be appropriate and permitted by Florida Law.

- ▲ (3) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify him against such liability under Florida Law.
- ▲ (4) The rights and authority conferred in this Article IX shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.
- ▲ (5) Neither the amendment nor repeal of this Article IX, nor the adoption of any provision of the Articles of Incorporation or the bylaws of the Corporation, nor, to the fullest extent permitted by Florida Law, any modification of law, shall eliminate or reduce the effect of this Article IX in respect of any acts or omissions occurring prior to such amendment, repeal, adoption or modification.

ARTICLE X

No director of the Corporation may be removed from office by the shareholders except

(i) for cause and

(ii) by the affirmative vote, at a special meeting of shareholders held for that purpose, of not less than 66 2/3% of the shareholders entitled to vote for the election of directors (or, if a director is elected by a voting group of shareholders, 66 2/3% of the shareholders entitled to vote for the election of such director). Upon any such removal, the term of the director who shall have been so removed shall forthwith terminate and there shall be a vacancy in the Board of Directors to be filled in such manner as shall be provided herein and by the bylaws of the Corporation.

ARTICLE XI

A special meeting of shareholders of the Corporation shall be held

- (a) on call of its Board of Directors or the person or persons authorized to do so by the bylaws, or
- (b) if the holders of not less than 50% of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE XII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and, with the sole exception of those rights and powers conferred under Article IX hereof, all rights and powers conferred herein upon the shareholders, directors and officers, if any are granted subject to this reservation.

ARTICLE XIII

(1) Any action required or permitted to be taken by shareholders of the Corporation may be taken only upon the vote of shareholders at an annual or special meeting of shareholders duly noticed and called in accordance with Florida Law, and no such action may be taken without a meeting by written consent of shareholders.

(2) No amendment to the Articles of Incorporation shall amend, alter, change or repeal any of the provisions of Article X, XI or this Article XIII hereof unless such amendment shall receive the affirmative vote of not less than 66 2/3% of the Voting Securities.