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FLORIDA PROFIT/NON PROFIT CORPORATION  
SAM & PHILL'S U-PICK AND MARKET, INC.

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**ARTICLES OF INCORPORATION**

**OF**

**SAM & PHILLY'S U-PICK AND MARKET, INC.**

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is:

**SAM & PHILLY'S U-PICK AND MARKET, INC.**

The principal place of business and mailing address of this Corporation shall be:

PHYSICAL ADDRESS:  
16790 SW 177 AVENUE  
HOMESTEAD, FL 33170

MAILING ADDRESS:  
18000 SW 312 Street  
HOMESTEAD, FL 33030

**ARTICLE II**

**PURPOSE AND NATURE OF BUSINESS**

The purpose of this corporation and general nature of the business to be conducted are as follows:

To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

**ARTICLE III**

**DURATION OF CORPORATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

**ARTICLE V**

**INITIAL CAPITAL CONTRIBUTION**

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

**ARTICLE VI**

**SUBSCRIBERS**

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they have elected to take are as follows:

<b><u>SUBSCRIBER</u></b>	<b><u>ADDRESS</u></b>	<b><u>NUMBER OF SHARES</u></b>
SAM ACCURSIO	27725 SW 187 Avenue Homestead, FL 33031	50%
SUSAN ACCURSIO EBERSOLE	19000 SW 312 Street Homestead, FL 33030	50%

**ARTICLE VII**

**DIRECTORS**

The initial number of Directors of this corporation shall be two (2). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

**ARTICLE VIII**

**INITIAL BOARD OF DIRECTORS**

The names and addresses of the members of the Initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his or her successors are elected and qualified, are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
SAM ACCURSIO	27725 SW 187 AVENUE, HOMESTEAD, FL 33031
SUSAN ACCURSIO EBERSOLE	19000 SW 312 STREET, HOMESTEAD, FL 33030

**ARTICLE IX**

**VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purpose shall be vested exclusively in the holders of the outstanding common shares.

## **ARTICLE X**

### **PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE XI**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 19000 SW 312 STREET, HOMESTEAD, FL 33030, and the name of the initial Registered Agent of this corporation at that address is SUSAN ACCURSIO EBERSOLE.

## **ARTICLE XII**

### **INITIAL OFFICER(S) AND/OR DIRECTOR(S)**

The initial officer(s) and/or director(s) of the corporation is/are:

D/P/S: SUSAN ACCURSIO EBERSOLE, 19000 SW 312 ST, HOMESTEAD, FL 33030

DVP/T: SAM ACCURSIO, 27725 SW 187 AVE, HOMESTEAD, FL 33031

## **ARTICLE XIII**

### **INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former Officer or director, to the full extent permitted by law.

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DATED this 1 day of August 2012.

  
\_\_\_\_\_  
SUSAN ACCURSIO EBERSOLE

STATE OF FLORIDA           )  
                                      )  
COUNTY OF MIAMI-DADE   )

BEFORE ME, the undersigned authority,  
personally appeared **SUSAN ACCURSIO EBERSOLE**, to me well known to be the person  
described in and who acknowledged before me, according to law, that he made and  
subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dade  
County, State of Florida, this 1st day of August 2012.

My Commission Expires:

  
\_\_\_\_\_  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: Doris D. Meneses



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT **SAM & PHILLY'S U-PICK AND MARKET, INC.** IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT Miami, STATE OF FLORIDA, HAS NAMED **SUSAN ACCURSIO EBERSOLE**, AT 19000 SW 312 STREET, Homestead, Florida, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature

  
**SUSAN ACCURSIO EBERSOLE**

Title **INCORPORATOR**

Date

August 1, 2012

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature

  
**SUSAN ACCURSIO EBERSOLE**

Date

August 1, 2012

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