

P14000008697

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

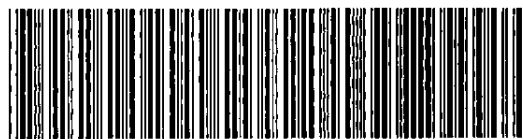
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

~~444-5448~~

Office Use Only



700255010357

01/27/14--01005--019 \*\*78.75

RECEIVED  
DEPARTMENT OF STATE  
14 JAN 29 AM 8:30

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2014 JAN 29 AM 8:50

1/27

**CORPORATE  
ACCESS,  
INC.**

*"When you need ACCESS to the world"*

236 East 6th Avenue . Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

PICK UP:

1/27 Glinde



CERTIFIED COPY



PHOTOCOPY



CUS



FILING

Articles

1.

The Last Waltz, Inc.

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 28, 2014

CORPORATE ACCESS, INC.

SUBJECT: THE LAST WALTZ, INC.  
Ref. Number: W14000005448

We have received your document for THE LAST WALTZ, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 414A00001812

*The Last Waltz, Inc.*  
a Florida corporation

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2014 JAN 29 AM 8:50

**ARTICLES OF INCORPORATION**

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the *Florida Statutes*, hereinafter referred to as the Corporation, hereby agree to the following:

**ARTICLE I**  
**Name and Address**

The name of the Corporation shall be **THE LAST WALTZ, INC.** and its principal and mailing address is 6439 34<sup>th</sup> Terrace North, St. Petersburg, Florida 33710.

**ARTICLE II**  
**Purpose and Powers**

*Section 1.* The Corporation is formed for the purpose of operating a Dunkin' Donuts and/or Baskin Robbins franchise under the terms of its franchise agreement with Dunkin' Donuts.

*Section 2.* The Corporation may exercise all powers, rights and privileges conferred on it pursuant to its franchise agreement with Dunkin' Donuts.

**ARTICLE III**  
**Term of Existence**

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV**  
**Capital Stock**

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V**  
**Board of Directors**

*Section 1.* The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

*Section 2.* The initial Board of Directors of the Corporation shall consist of three Directors, whose names and addresses are as follows:

Name	Address
Michael J. Silva	6439 34 <sup>th</sup> Terrace North St. Petersburg, Florida 33710
Aaron J. Anderson	6439 34 <sup>th</sup> Terrace North St. Petersburg, Florida 33710

Name	Address
Kimberly Silvia	11401 Dr. MLK Jr. Street North Apt. 2505 St. Petersburg, Florida 33716

*Section 3.* The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

*Section 4.* Directors shall be elected and hold office as provided in the Bylaws.

#### **ARTICLE VI** **Bylaws**

*Section 1.* The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

*Section 2.* The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

*Section 3.* Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

#### **ARTICLE VII** **Amendments**

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

#### **ARTICLE VIII** **Registered Office and Agent**

*Section 1.* The street address of the initial registered office of the Corporation shall be One Progress Plaza, Suite 1210, St. Petersburg, Florida 33701.

*Section 2.* The name and address of the initial registered agent of the Corporation shall be JAMES N. POWELL, One Progress Plaza, Suite 1210, St. Petersburg, Florida 33701.

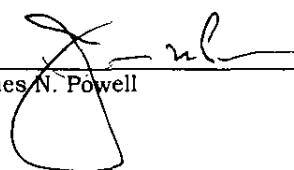
#### **ARTICLE IX** **Incorporator**

The name and address of the incorporator is:

Name	Address
James N. Powell	One Progress Plaza, Suite 1210 St. Petersburg, Florida 33701

*The Last Waltz, Inc.*  
*a Florida corporation*

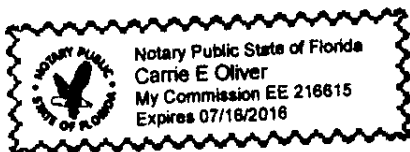
IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 23<sup>rd</sup> day of January, 2014.

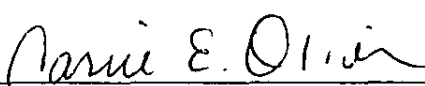
  
James N. Powell

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of January, 2013, by **JAMES N. POWELL**, who ☒ is personally known to me, or ☐ produced a valid driver's license or ☐ \_\_\_\_\_ as identification.

My Commission Expires:



  
Notary Public

(SEAL)

**ACCEPTANCE**

I hereby agree to act as initial Registered Agent for **THE LAST WALTZ, INC.**, a Florida corporation, as stated in these Articles of Incorporation.

  
James N. Powell

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2014 JAN 29 AM 8:50