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FLORIDA PROFIT/NON PROFIT CORPORATION

Bubbalou's Winer Park, Inc.

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**ARTICLES OF INCORPORATION  
OF  
BUBBALOU'S WINTER PARK, INC.**

The undersigned, a natural person competent to contract acting as the Incorporator of **BUBBALOU'S WINTER PARK, INC.** (the "Corporation"), hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION AND DURATION**

The name of this Corporation shall be **BUBBALOU'S WINTER PARK, INC.** The duration of this Corporation shall exist perpetually. The effective date upon which the Corporation shall come into existence shall be the date these Articles of Incorporation are filed by the Secretary of State.

**ARTICLE II - PRINCIPAL AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1302 Orange Avenue, Winter Park, Florida 32789.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation shall be:

1302 Orange Avenue  
Winter Park, Florida 32789

The name of the initial registered agent of this corporation at that address shall be:

Thomas A. Thomas

**ARTICLE IV - INCORPORATOR**

The following is the name and street address of the incorporator signing these Articles:

| <u>Name</u> | <u>Street Address</u>                            |
|-------------|--|
| Sam Meiner  | 1302 Orange Avenue<br>Winter Park, Florida 32789 |

#### **ARTICLE V - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

B. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof; necessary or incidental to the protection and benefit of this Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

#### **ARTICLE VI - CAPITAL STOCK**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

#### **ARTICLE VII - BOARD OF DIRECTORS**

A. The initial number of directors of this corporation shall be two (2).

B. The number of directors may be increased or decreased from time to time by the shareholders of the corporation, but no decrease shall have the effect of shortening the term of any incumbent director.

C. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

D. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the shares then entitled to vote at an election of directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

#### **ARTICLE VIII - INITIAL DIRECTOR AND OFFICERS**

The names and addresses of the initial members of the Board of Directors and Officers, to hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified are:

| <u>Name</u>      | <u>Street Address</u>                            | <u>Office</u>                |
|------------------|--|------------------------------|
| Sam Meiner       | 1302 Orange Avenue<br>Winter Park, Florida 32789 | Director/President           |
| Thomas A. Thomas | 1302 Orange Avenue<br>Winter Park, Florida 32789 | Director/Treasurer/Secretary |

#### **ARTICLE IX - BY LAWS**

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal the Bylaws of this corporation.

#### **ARTICLE X - ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his/her/its shares, or any or all of the shares owned and held by a shareholder who dies, all in accordance with the Bylaws adopted by the shareholders of this corporation or a shareholders agreement between this

corporation and its shareholders setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) other retirement or incentive compensation plan.

**ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 4 day of FEBRUARY, 2014.

  
\_\_\_\_\_  
Sam Meiner, Incorporator

02-12-14 10:54am From-BAKER & HOSTETLER

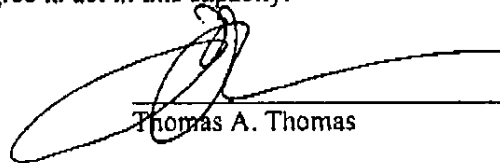
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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Articles of Incorporation of Bubbalo's Winter Park, Inc., I hereby accept and agree to act in this capacity.

  
Thomas A. Thomas