

P16000018301

Division of Corporations

Page 1 of 2

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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Division of Corporations
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Email Address: dschroth@bowenschroth.com

FLORIDA PROFIT/NON PROFIT CORPORATION

Ken's Deli & Bakery, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
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Corporate Filing Menu

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1661



February 26, 2016

FLORIDA DEPARTMENT OF STATE

E-FILE, BOWEN, RADSON, SCHROTH Division of Corporations

SUBJECT: KEN'S DELI & BAKERY, INC.
REF: W16000014443

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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

Sylvia Gilbert
Regulatory Specialist II
New Filing Section

FAX Aud. #: H16000048970
Letter Number: 216A00004032

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AND
FILED

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**Articles of Incorporation
Of
Ken's Deli & Bakery, Inc.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article I
Name**

The name of the corporation is Ken's Deli & Bakery, Inc.

**Article II
Applicable Law**

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

**Article III
Duration**

The Corporation will commence its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

**Article IV
Purpose**

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**Article V
Capital Stock**

The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

(Optional for S-Corporations if want to create voting and nonvoting stock) The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of voting common stock having no par value, and not more than ten thousand (10,000) shares of nonvoting common stock having no par value. Other than voting rights, the holders of the voting common stock and nonvoting common stock shall have the same rights, privileges and powers, including, but not limited to, the right to participate in dividends. The holders of the nonvoting common stock shall have no voting rights, and all voting rights shall be vested exclusively in the holders of the voting common stock.

(Optional for No Par Value Stock) The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of common stock having no par value.

**Article VI
Initial Registered Office And Agent
And Principal Office Of The Corporation**

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The street and mailing address of the initial registered office of business and principal office of the Corporation is 18 Cliff Drive, Mount Dora, FL 32757 and the initial registered agent of the Corporation at that address is Ken Gillette. The principal office address and the registered office address is the same.

Article VII Preemptive Rights

No holders of any class or series of shares of the Corporation will be entitled as matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the Corporation, whether or not convertible into or carrying any option to purchase any such shares.

Article VIII Indemnification of Corporate Officers, Directors, Employees and Agents

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

The Corporation shall indemnify any person:

A. Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he 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 such costs and expenses, and to the extent and in the manner provided under Florida Law.

B. Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he 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 such costs and expenses, and to the extent and in the manner provided under Florida Law.

The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote to a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The Corporation will have the power to make further indemnification as provided under Florida Law except to indemnify any person against gross negligence or willful misconduct.

The Corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided under Florida Law.

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**Article IX
Initial Board Of Directors**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The initial board of directors will consist of one member. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The name and address of the director comprising the initial board of directors is:

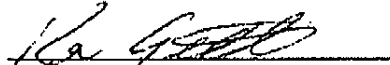
Ken Gillette
18 Cliff Drive
Mount Dora, FL 32757

**Article X
Incorporator**

The name and address of the incorporator of the Corporation is:

Ken Gillette
18 Cliff Drive
Mount Dora, FL 32757

In Witness Whereof, the undersigned being the incorporator of the Corporation has executed these Articles of Incorporation this ____ day of February, 2016.


Ken Gillette

Acceptance By Registered Agent

Having been named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I hereby am familiar with and accept the obligations, duties and responsibilities of the Registered Agent. My service address is:

Ken Gillette
18 Cliff Drive
Mount Dora, FL 32757.

Dated this ____ day of February, 2016.


Ken Gillette
Registered Agent

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