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TALLAHASSEE, FLORIDA

06/13/17

COVER LETTER

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

SUBJECT: Old City Market 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: Wade Wilson CPA PA
Name (Printed or typed)

1517 W. garden St.
Address

Pensacola, FL 32502
City, State & Zip

850-438-1122
Daytime Telephone number

sandy@wadewilsoncpa.net
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
For
Old City Market Inc

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of the State of Florida and located in the county of Escambia, hereby adopt(s) the following Articles of Incorporation:

Article I: Corporate Name

The name of this corporation shall be as follows:

Old City Market Inc

Article II: Initial Principal Office

The initial location of the office space and the initial mailing address for this business will be:

216 W. Intendencia St, Unit A
Pensacola, FL 32502

Article III: Shares of Stock

The total number of shares of stock that this corporation shall have authority to issue is 100 shares of stock (certificates will be issued). The initial investment made by the shareholders is listed in the stock log.

All shares of stock transfer and/or sale will be recorded on this log. It will be maintained in a secure place in addition to the original stock certificates being held by the Shareholder.

Article IV: Registered Office & Agent

The name and street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Lauren Schneider
Old City Market Inc
216 W. Intendencia St. Unit A
Pensacola. FL 32502
Escambia County

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

Signature   June 5, 2017
Date

Article V: Purpose of this Corporation

The purpose for the formation of this corporation is to organize this company in a fashion that will allow the shareholders to function/provide services in any lawful manner permitted by the laws of the State of Florida.

This corporation will be listed with the IRS as an "S" Corporation. The necessary documents will be filed as soon as the EIN number is obtained. (Estimated that filing will be completed by June 5. 2017).

Article VI: Directors

The names and addresses of the persons constituting the initial board of directors of this corporation are:

Name: Lauren Schneider – President/Secretary
Address: 216 W. Intendencia St.
City & State: Pensacola. FL 32502

After the initial board of directors. the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors will be elected.

Article VII: Liability of Directors

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for:

1) breaches of duty of loyalty,
2) acts or omissions not in good faith,
3) acts or omissions that involve intentional misconduct,
4) acts or omissions that involve knowing violations of law continuation of the limits of liability for the directors,
5) declaration of unlawful dividends,
6) unlawful stock repurchases,
7) unlawful stock redemption,
8) a transaction from which the director derives on improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

Article VIII: Other Provisions

Preemptive Rights:

This corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest:

In the absence of fraud, no transaction between this corporation and any other association corporation or any director or officer of this corporation individually shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction:

No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the same price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer at any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its' option to purchase the shares of stock, it shall notify the shareholders in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal:

This Corporation will not have a seal.

Execution of Written Instruments:

All instruments that are executed on behalf of this corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or the Vice-President and Secretary or the Vice-President and Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer or agent that is specifically designated by resolution of the board of directors.

Certification

State of Florida:

County of Escambia:

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Lauren Schneider, Incorporator	President Title	June 5, 2017 Date

Lauren Schneider
Incorporator and Registered Agent for
Old City Market Inc.
216 W. Intendencia St. Unit A
Pensacola, FL 32502

Subscribed and sworn to (or affirmed) before me this the Date 5th day of June 2017. With incorporation effective date of 6/5/2017.

Notary Signature	Sandra K. Milburn Notary Name

Notary Stamp or Seal:

SANDRA K. MILBURN
MY COMMISSION # FF 073216
EXPIRES: November 25, 2017
Bonded Thru Notary Public Underwriters

Commission Expires on:

November 25, 2017