

P23000054807

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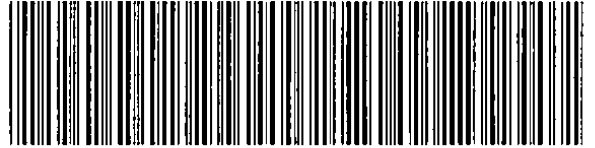
(Business Entity Name)

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23 JUL -6 AM 11:59
FILING OFFICE
TALLAHASSEE, FL 32301

COVER LETTER

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

SUBJECT: Jeff's Bagel Run Holdings Co
(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 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Min Cho
Name (Printed or typed)
4190 Millenia Blvd.
Address
Orlando, FL 32839
City, State & Zip
321-230-5096
Daytime Telephone number
min@jeffsbagelrun.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION
OF
JEFF'S BAGEL RUN HOLDINGS CO**

The undersigned, acting as Incorporator of Jeff's Bagel Run Holdings Co under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

JEFF'S BAGEL RUN HOLDINGS CO

ARTICLE II. PRINCIPAL OFFICE

The principal street address and mailing address is:

4190 Millenia Blvd.
Orlando, FL 32839

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. SHARES

The aggregate number of shares of stock that the corporation is authorized to issue is ten million (10,000,000) shares of common stock, \$0.00001 par value. Eight million (8,000,000) shares of such common stock are designated as Class A voting common stock ("Class A Shares") and two million (2,000,000) shares of such common stock are designated as Class B non-voting common stock ("Class B Shares"). Except as provided below or as otherwise required by applicable law, all Class A Shares and Class B Shares shall be identical in all respects and shall entitle the holder thereof to the same preferences, limitations, and relative rights:

(a) Voting Rights. Except as otherwise provided in this Article IV or as otherwise required by law, (i) Holders of Class A Shares shall be entitled to one (1) vote per Class A Share on all matters to be voted on by the shareholders of the corporation and (ii) holders of Class B Shares shall have no right to vote on any matter to be voted on by the shareholders of the corporation.

(b) Dividends. As and when dividends are declared or paid thereon, whether in cash, property, or securities of the corporation, the holders of Class A Shares and the holders of Class B Shares shall be entitled to participate in such dividends ratably on a per share basis: provided, that if dividends are declared which are payable in Class A Shares or Class B Shares, then dividends shall be declared which are payable at the same rate on each such class of common

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stock and the dividends payable in Class A Shares shall be payable to holders of Class A Shares and dividends payable in Class B Shares shall be payable to holders of Class B Shares.

(c) Liquidation. The holders of Class A Shares and Class B Shares shall be entitled to participate ratably on a per share basis in all distributions to the holders of common stock in any liquidation, dissolution, or winding up of the corporation.

(d) Stock Splits. If the corporation in any manner subdivides or combines the outstanding shares of one class of common stock, the outstanding shares of the other class of common stock shall be proportionately subdivided or combined in a similar manner.

(e) Consideration. The consideration to be paid for each share shall be fixed by the shareholders of the corporation and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. BOARD OF DIRECTORS

The corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the board of directors, within a range of five (5) to seven (7) directors, but shall never be less than five (5).

ARTICLE VI. REGISTERED AGENT

The name and Florida street address of the registered agent is:

Min Cho
4190 Millenia Blvd.
Orlando, FL 32839

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator is:

Min Cho
4190 Millenia Blvd.
Orlando, FL 32839

The Incorporator of the corporation assigns to this corporation its rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the board of directors any rights the Incorporator may have as Incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

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2023 APR 11 11:59 AM
CLERK OF CIRCUIT COURT
JANET L. HARRIS, CLERK
STATE OF FLORIDA

ARTICLE VIII. EFFECTIVE DATE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.


ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the shareholders of the corporation.

ARTICLE X. AMENDMENTS

These Articles may be amended by the unanimous approval or consent of the shareholders of the corporation.

I submit this document and affirm the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.



Min Cho, Incorporator

Date: July 5, 2023

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

Having been named as registered agent to accept service of process for Jeff's Bagel Run Holdings Co at 4190 Millenia Blvd., City of Orlando, County of Orange, State of Florida 32839, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Min Cho

Date: July 5, 2023

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SEALING UNIT
TALLAHASSEE, FL 32301

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