

# P9500004016

## MOODY, SALZMAN & ROBERTSON

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GAINESVILLE, FLORIDA 32602

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95 JAN 12 PM 12:13  
RECEIVED OF STATE  
TALLAHASSEE, FLORIDA

C. GARY MOODY  
ANTHONY J. SALZMAN\*  
PETER A. ROBERTSON\*\*  
KHARON L. McCLOUD  
JOHN M. CHOTTY  
KIMBERLY J. MYERS

PERSONAL INJURY AND WRONGFUL DEATH  
WORKERS' COMPENSATION  
REAL PROPERTY LAW  
FAMILY LAW  
CONSTRUCTION LAW  
BANKING LAW  
GENERAL PRACTICE

\*BOARD CERTIFIED IN WORKERS' COMPENSATION  
\*\*CERTIFIED GENERAL CONTRACTOR

January 10, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

10000138091  
-01/13/95--01106--018  
\*\*\*\*122.50 \*\*\*\*122.50

RE: GAIL'S PRETZELS, INC.

Dear Sir or Madam:

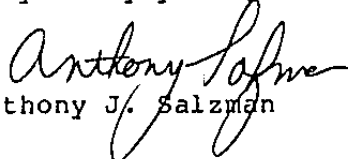
Enclosed please find:

1. Articles of Incorporation of GAIL'S PRETZELS, INC., a profit corporation.
2. Registered Agent acceptance by such agent.
3. A check in the amount of \$122.50 for:

a. Filing Fee	\$ 35.00
b. Certified Copy of Charter	\$ 52.50
c. Registered Agent Designation Fee	\$ 35.00
Total	\$122.50

Please file the subject documents, and forward the Certified Copy to my above-shown address.

Very truly yours,

  
Anthony J. Salzman

:daj  
Enclosures

D. BROWN JAN 17 1995

ARTICLES OF INCORPORATION  
OF  
GAIL'S PRETZELS, INC.

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STATE  
GAINESVILLE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is GAIL'S PRETZELS, INC.

ARTICLE II. ADDRESS OF PRINCIPAL OFFICE.

The address of the principal office of this corporation is 2330 SW Williston Road, #2715, Gainesville, FL 32608.

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock.

ARTICLE V. TERM OF EXISTENCE.

This corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The registered agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Anthony J. Salzman  
MOODY, SALZMAN & ROBERTSON  
500 E. University Avenue, Suite A  
Post Office Box 2759  
Gainesville, Florida 32602-2759

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation and their street addresses are:

Gail M. Lipchik  
2330 SW Williston Road, #2715  
Gainesville, FL 32608

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATORS.

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

Gail M. Lipchik  
2330 SW Williston Road, #2715  
Gainesville, FL 32608.

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. BYLAWS.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK.

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

One Hundred Shares (100) - Gail M. Lipchik

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to the Corporation. The price and terms of which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### ARTICLE XIII. STOCK ENDORSEMENT.

Each share of stock issued subject to these bylaws shall be endorsed as follows:

"Transfer, pledge, hypothecation, sale, assignment, gift or other disposition of this stock is restricted by an article of the bylaws of this company, a copy of which is on file at the office of the corporation."

#### ARTICLE XIV. INDEMNIFICATION.

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the 10<sup>th</sup> day of January, 1995.

Gail M. Lipchik  
INCORPORATOR  
Gail M. Lipchik

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of January, 1995, by Gail M. Lipchik, who is personally known to me or has produced identification, and who did/did not take an oath.

Identification Produced: Driver's License

DAU Jenkins  
NOTARY PUBLIC  
Typed Name: DAU Jenkins  
Commission No.:  
Commission Expires:

:daj


DAU JENKINS  
Notary Public, State of Florida  
My Comm. Expires Aug. 30, 1997  
Comm. No. CC315175

ACCEPTANCE OF REGISTERED AGENT

GAIL'S PRETZELS, INC.

HAVING BEEN NAMED as Registered Agent to Accept Service of Process for GAIL'S PRETZELS, INC., at the place designated in this certificate, I heroby agree to act in such capacity; further,

I AGREE TO COMPLY with all the provisions of all statutes relative to the proper and complete performance of my duties as such.

  
\_\_\_\_\_  
Anthony J. Salzman  
Registered Agent  
MOODY, SALZMAN & ROBERTSON  
500 E. University Ave., Suite A  
P.O. Drawer 2759  
Gainesville, FL 32602  
(904) 373-6791  
Fla. Bar Number: 224790

:daj

FILED  
25 JUN 12 PM 13  
CLERK OF DISTRICT COURT  
GAINESVILLE, FLORIDA