



# Prentice Hall Legal & Financial Services

ATTN: Quicken (904) 222-7495

1201 HAYS STREET, SUITE 105  
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

Corporation "Facts of Florida Inc."

20000112152  
00000000000000000000  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**P95000017931**

☐ Amendment  
☐ Annual Report  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Domestication  
☐ Fictitious Business Name  
☐ Foreign - Profit  
☐ Foreign - Non-Profit  
☐ Limited Partnership  
☐ Limited Liability  
☐ Mtr. Veh.

☐ Foreign  
☐ Name Reservation  
☐ Name Registration  
☐ Non-Profit/Articles of Incorporation  
☐ Other  
☒ Profit/Articles of Incorporation  
☐ Reinstatement  
☐ Resignation of R.A., Off/Dir  
☐ Trademark  
☐ UCC/Filing 1  
☐ UCC/Filing 3

☐ Certified Copy  
☒ Photocopy  
☐ Corporate Print-Out  
☐ Fictitious/Owner Search

☐ CUS  
☐ Good Standing  
☐ R.A., Off/Dir Search

(X) Walk In

( ) Call If Problem

( ) Will Wait

(X) Pick up: 3-6 1:00  
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Chia

BY: Patty

BRANCH RECEIVING: FZ

BY: Quicken

REF/JOB # 536-95-

CLIENT MATTER # \_\_\_\_\_

SAME DAY ☒ 24 HR \_\_\_\_\_ ROUTINE \_\_\_\_\_

VERBAL REQUESTED: ☒ YES OR NO

DATE SENT:             MAIL     FAX         FED EXP    

FILED:            

SENT TO: BRANCH ☒ CLIENT \_\_\_\_\_

SPECIAL INSTRUCTIONS: \_\_\_\_\_

CHECK # \_\_\_\_\_

ST./CTY/ FEES \_\_\_\_\_

CORR. FEE/ \_\_\_\_\_

SPEC. HANDL. \_\_\_\_\_

MESSENGER \_\_\_\_\_

COPIES \_\_\_\_\_

FAX FEE \_\_\_\_\_

OTHER \_\_\_\_\_

TOTAL \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
CORONET FOODS OF FLORIDA, INC.

FILED

95 MAR -6 AM 10:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.

Name

The name of the Corporation is CORONET FOODS OF FLORIDA, INC.

II.

Term of Existence

The date when corporate existence will commence is immediately upon filing the Articles of Incorporation in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

III.

Principal Office and Mailing Address

The initial principal office of the Corporation is 5441 West Fifth Street, Jacksonville, Florida 32208 and its mailing address is % Prentice-Hall Corporation System, Inc., 1201 Hays Street, Tallahassee, Florida 32301.

IV.

Capital Stock

The Corporation is authorized to issue Ten Thousand (10,000) shares with a par value of \$1.00 per share, all of which shares will be designated Common Stock.

V.  
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such address is the Prentice-Hall Corporation System, Inc.

VI.  
Directors

The Corporation will have 3 directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Robert G. Hershenhorn	2408 Elmwood Road Wilmette, Illinois 60091
Howard W. Long	% Howard Long Company 15th and McCollough Streets Wheeler, West Virginia 26222
Howard D. Long	% Howard Long Company 15th and McCollough Streets Wheeler, West Virginia 26222

VII.  
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Bev Velkovrh	% Rudnick & Wolfe 203 N. LaSalle, Suite 1800 Chicago, Illinois 60601

### **VIII.** **Preemptive Rights**

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his other preemptive rights by affirmative written notice of waiver within 30 days of receipt of notice of the Corporation's issuance of shares.

### **IX.** **Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

### **X.** **Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

### **XI.** **Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

**XII.**  
**Indemnification**

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

**XIII.**  
**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 on March 3, 1995.

Bev Velkovrh  
Bev Velkovrh  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

**THE PRENTICE-HALL CORPORATION  
SYSTEM, INC.**

By: Maicca Q. Hauner  
Its: Asst. Secy.

Dated: March 6, 1995