

19500018705

TRANSMITTAL LETTER

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

20000001-122-50
-03/07/95-01017-013
***122.50 ***122.50

SUBJECT: DB-DS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: GRADY W. WHITE
Name (printed or typed)
121 E. HIBISCUS BLVD
Address
MELBOURNE, FL 32901
City, State & Zip
407-723-3050
Daytime Telephone number

FILED
95 MAR - 6 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR - 8 1995

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

ARTICLES OF INCORPORATION
OF

DB-DS, INC.

FILED
95 MAR -6 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED INCORPORATORS, NATURAL PERSONS
COMPETENT TO CONTRACT FOR THE PURPOSE OF FORMING A CORPORATION
FOR PROFIT UNDER THE GENERAL LAWS OF THE STATE OF FLORIDA, DO
HEREBY CERTIFY THAT:

FIRST ARTICLE

NAME OF CORPORATION: THE NAME OF THE CORPORATION SHALL
BE DB-DS, INC. ITS BUSINESS OFFICE SHALL BE LOCATED AT 4057
BAYBERRY STREET, MELBOURNE, FLORIDA 32901.

SECOND ARTICLE

PURPOSE: TO ENGAGE IN THE PRODUCTION, MANUFACTURE, AND
DISTRIBUTION, AT BOTH WHOLESALE AND RETAIL, OF ICE CREAM, ICE
CREAM NOVELTIES, ICES, AND OTHER DAIRY PRODUCTS.

TO MANUFACTURE, PURCHASE, OR OTHERWISE ACQUIRE, OWN,
MORTGAGE, PLEDGE, SELL, ASSIGN AND TRANSFER, OR OTHERWISE DISPOSE
OF, TO INVEST, TRADE, DEAL IN AND DEAL WITH, GOODS, WARES, AND
MERCHANDISE AND REAL AND PERSONAL PROPERTY OF EVERY CLASS AND
DESCRIPTION.

THIRD ARTICLE

CORPORATE POWERS: THE CORPORATION SHALL WITHOUT LIMIT-
ATION HAVE AND MAY EXERCISE ALL OF THE CORPORATE POWERS ENUMERATED
IN THE FLORIDA GENERAL CORPORATION ACT OR OTHERWISE PERMITTED
UNDER THE LAWS OF FLORIDA AND THE UNITED STATES, INCLUDED ALL
POWERS NECESSARY OR CONVENIENT TO EFFECT ITS PURPOSES, AND
INCLUDING ALL POWERS SO PERMITTED NOW OR IN THE FUTURE.

FOURTH ARTICLE

CAPITAL STOCK: THE AUTHORIZED CAPITAL STOCK SHALL
CONSIST OF ONE THOUSAND SHARES OF COMMON STOCK WITH A PAR VALUE
OF .50 CENTS PER SHARE FOR A TOTAL AUTHORIZED CAPITALIZATION
OF FIVE HUNDRED DOLLARS.

IT IS THE INTENTION OF THE INCORPORATORS THAT THE STOCK
OF THIS CORPORATION SHALL QUALIFY AS SMALL BUSINESS STOCK UNDER
SECTION 1244 OF THE INTERNAL REVENUE CODE.

FIFTH ARTICLE

RESTRICTION OF CAPITAL STOCK TRANSFER: THE DEATH OR
NOTICE OF INTENTION TO SELL HIS SHARES ON THE PART OF ANY SHARE-
HOLDER SHALL GIVE RISE TO SUCCESSIVE OPTIONS ON THE PART OF THE

CORPORATION AND THEREAFTER THE REMAINING SHAREHOLDERS, PRO RATA, TO PURCHASE ALL OR ANY OF THE SHARE OWNED BY SUCH SHAREHOLDER, THE OPTION PRICE TO BE THE APPRAISED PRICE. THE CORPORATION SHALL HAVE THE FIRST OPTION AS TO SUCH PURCHASE TO THE EXTENT OF THE AMOUNT OF CAPITAL SURPLUS.

ANY STOCK NOT PURCHASED BY THE CORPORATION SHALL BE SUBJECT TO THE OPTION OF THE REMAINING SHAREHOLDERS.

IN THE EVENT AN INCREASE IN THE CAPITAL STOCK OF THE CORPORATION IS AUTHORIZED, EACH SHAREHOLDER SHALL HAVE A PREEMPTIVE RIGHT TO PURCHASE HIS PRO RATA SHARE OF THE NEW STOCK.

SIXTH ARTICLE

LOCATION: THE REGISTERED OFFICE OF THE CORPORATION SHALL BE 4057 BAYBERRY ST., MELBOURNE, FL 32901. THE REGISTERED AGENT SHALL BE BARBARA J. HELLEBRAND.

SEVENTH ARTICLE

PAID IN CAPITAL: THE AMOUNT OF PAID IN CAPITAL BEFORE THE BEGINNING OF BUSINESS SHALL BE FIVE HUNDRED DOLLARS.

EIGHTH ARTICLE

EXISTENCE: THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

NINTH ARTICLE

BOARD OF DIRECTORS: EXCEPT AS OTHERWISE HEREIN PROVIDED, THE MANAGEMENT OF THE AFFAIRS OF THE CORPORATION SHALL BE VESTED IN ITS BOARD OF DIRECTORS WHICH SHALL CONSIST OF ONE OR MORE NATURAL PERSONS TO BE ELECTED BY THE STOCKHOLDERS. THE STOCKHOLDERS SHALL HAVE THEIR POWER TO REMOVE DIRECTORS FROM OFFICE WITH OR WITHOUT CAUSE BY MAJORITY VOTE; PROVIDED, HOWEVER, THAT NO DIRECTOR MAY BE REMOVED BY THE STOCKHOLDERS IF THE VOTE CAST AGAINST REMOVAL WOULD BE SUFFICIENT TO ELECT THE DIRECTOR AT ANY ELECTION OF THE ENTIRE BOARD HELD AT THE SAME TIME AND WITH THE SAME SHAREHOLDER ATTENDANCE. THE NAMES AND POST OFFICE ADDRESSES OF THE FIRST BOARD OF DIRECTORS WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSOR SHALL BE DULY ELECTED AND QUALIFIED, ARE AS FOLLOWS:

BARBARA J. HELLEBRAND, PRESIDENT
4057 BAYBERRY DRIVE, MELBOURNE, FL 32901

DONA WHITTEN, VICE-PRESIDENT AND SECRETARY
4057 BAYBERRY DRIVE, MELBOURNE, FL 32901

TENTH ARTICLE

RIGHT TO AMEND: THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY LAW.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL THIS 2nd DAY OF MARCH, 1995.

Barbara J. Hellebrand
BARBARA J. HELLEBRAND

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

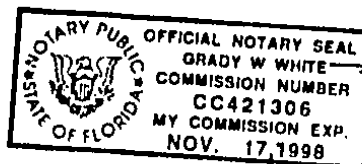
Barbara J. Hellebrand
BARBARA J. HELLEBRAND

STATE OF FLORIDA

COUNTY OF BREVARD

ON THIS DAY BEFORE ME A NOTARY PUBLIC IN AND FOR SAID COUNTY AND STATE PERSONALLY APPEARED BARBARA J. HELLEBRND, KNOWN TO ME TO BE THE IDENTICAL PERSON WHO EXECUTED THE WITHIN ARTICLES OF INCORPORATION AND ACKNOWLEDGED TOME THAT SHE EXECUTED THE SAME AS HER FREE AND VOLUNTARY ACT AND DEED FOR THE USESA ND PURPOSES THEREIN CONTAINED.

SUBSCRIBED AND SWORN TO BEFORE ME THIS 2nd DAY OF MARCH, 1995.



Grady W. White