

P95000031862

POOLE & CLEMENTS, P.A.

Attorneys at Law

WILLIAM (FRED) POOLE, IV
CORPORATE AND BUSINESS LAW

ROBERT G. CLEMENTS

April 17, 1995

644 West Colonial Drive
Orlando, Florida 32804
Telephone (407) 422-6662
Facsimile (407) 422-4128

FILED
95 APR 19 PM 1:53

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 5588
Tallahassee, Florida 32314

RECEIVED
CORPORATE DIVISION
APR 17 1995
TALLAHASSEE, FLORIDA

Re: **TWO SMALL POTATOES, INC.**
New Corporation

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above referenced corporation for filing. Our firm's check for \$122.50 is enclosed to cover the following costs:

Filing Fee	\$35.00
Certified copy of Charter	\$52.50
Certificate of Registered Agent	\$35.00
Total	\$122.50
	=====

Upon acceptance of the charter and filing thereof by your office, please provide this firm with a certified copy of the corporate charter.

Thank you for your cooperation in this matter.

Sincerely,



April E. Ortiz, Assistant to
William F. Poole, IV, Esquire
POOLE & CLEMENTS, P.A.

EFFECTIVE DATE

4/14/95

Plg
4-24

ARTICLES OF INCORPORATION
OF
TWO SMALL POTATOES, INC.

FILED
APR 19 1995
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is **TWO SMALL POTATOES, INC.**

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of retail gasoline and car repair, and transacting any or all lawful business, including but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupies by the corporation, and to invest, trade or deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

EFFECTIVE DATE

4/14/95

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by another corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is to be at 128 Spring Valley Loop, Altamonte Springs, Florida 32714. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The corporation shall have two (2) directors initially.

ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Milton E. Simmons	128 Spring Valley Loop Altamonte Springs, Florida 32714
Mary D. Simmons	218 Spring Valley Loop Altamonte Springs, Florida 32714

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

William F. Poole, IV, Esquire	644 West Colonial Drive Orlando, Florida 32804
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ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 644 West Colonial Drive, Orlando, Florida 32804, and the name of the initial registered agent of this corporation is William F. Poole, IV, Esquire.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Articles of Incorporation are acknowledged.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII - BY-LAWS

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

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE XIV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided for by the Florida General Corporation Act.

ARTICLE XV - 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 Shareholders and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI-SHAREHOLDERS' AGREEMENTS

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

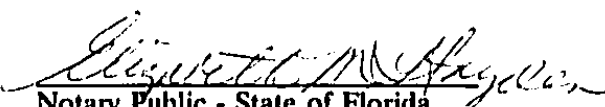
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14th day of April, 1995.



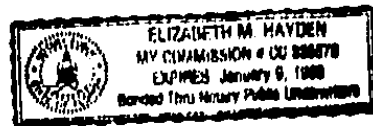
William F. Poole, IV, Esquire
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14th day of April, 1995, by William F. Poole, IV, Esquire who is personally known to me or has produced _____ as identification.



Notary Public - State of Florida



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



William F. Poole, IV, Esquire
Registered Agent

FILED

95 APR 19 PM 1:54

SECRET
TALLAHASSEE, FLORIDA

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra D. Morham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED
AND
FILED

09 SEP 27 PM 12:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **P95000031862**

1. Corporation Name

TWO SMALL POTATOES, INC.

Principal Place of Business

120 SPRING VALLEY LOOP
ALTAMONTE SPRINGS FL 32714

Mailing Address

120 SPRING VALLEY LOOP
ALTAMONTE SPRINGS FL 32714



REINSTATEMENT 9600

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, if Applicable

3. New Mailing Office Address, if Applicable

4. Date Incorporated or Qualified
To Do Business in Florida

04/14/1985

State, Apt. #, etc.

200 W S.R. 436

State, Apt. #, etc.

City & State

Altamonte Springs FL

City & State

Zip

32714

Country

SEAINOLA

Zip

Country

5. FEI Number

59-3312704

Applied For

Not Applicable

6. CERTIFICATE OF STATUS DESIRED ☐

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
D.	SIMMONS, MILTON E	120 SPRING VALLEY LOOP	ALTAMONTE SPRINGS FL 32714
D	SIMMONS, MARY D	210 SPRING VALLEY LOOP	ALTAMONTE SPRINGS FL 32714

600001974936--9
-10/15/96-01184-021
****375.00 ****375.00

8. Name and Address of Current Registered Agent

POOLE, WILLIAM F IV ESQ.
644 WEST COLONIAL DRIVE
ORLANDO FL 32804

9. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

State, Apt. #, Etc.

City

State
FL

Zip Code

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of
Registered Agent

William F. Poole, IV

REGISTERED AGENT MUST SIGN

Date 9-19-96

11. Does this corporation pay any intangible tax to the
Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☒ No ☐

(See other side for information
on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

MILTON E SIMMONS

SIGNATURE:

Milton E. Simmons

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

9-16-96 407 862-6888

Date

Daytime Phone #

CR2004 (7/96)