

P95000036515

LAW OFFICES OF
SHACKLEFORD, FARRIOR, STALLINGS & EVANS

PROFESSIONAL ASSOCIATION

MAILING ADDRESS
POST OFFICE BOX 3124
TAMPA, FLORIDA 33601

401 EAST KENNEDY BOULEVARD
SUITE 400
TAMPA, FLORIDA 33602

TELEPHONE: (813) 273-8000
FAX: (813) 273-8148

May 2, 1995

EXPRESS MAIL

Secretary of State
New Filing Department
409 East Gaines Street
Tallahassee, Florida 32399

700001477417
-05/05/95--01077--004
*****70.00 *****70.00

Re: Devil's Smoke Company

Dear Sir or Madam:

Enclosed for filing with the Secretary of State of Florida are original Articles of Incorporation of Devil's Smoke Company. Also enclosed is an acknowledgement copy to be certified by your office and returned to me in the enclosed self addressed, stamped envelope.

If you have any questions regarding the enclosed, please do not hesitate to contact me.

Sincerely,

Dennis E. Manelli

Dennis E. Manelli

DEM/pp
Enclosures

R95-1611
SDG

FILED
1995 MAY -5 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SF207792

ARTICLES OF INCORPORATION
OF
DEVIL'S SMOKE COMPANY

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the Corporation shall be Devil's Smoke Company

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE III

PURPOSES AND POWERS

Section 1. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida Business Corporation Act, as in effect from time to time.

Section 2. The Corporation shall have all the powers set forth in the Florida Business Corporation Act, as in effect from

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JUN 15 1968
TALLAHASSEE, FLA.
CLERK OF THE COURT

time to time, and including but not limited to the following powers:

(a) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(b) To act as broker, agent or factor for any person, firm or corporation.

(c) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein; and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.

(d) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security or other evidences of indebtedness created by any other 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 arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business

of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

(g) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

(h) To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its Shareholders or in the event of the death of any of its Shareholders. The manner and form as well as all relevant terms, conditions and details thereof shall be determined by the Shareholders of this Corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of said stock.

(i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

(j) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

The amount of Capital Stock authorized shall consist of one thousand (1,000) shares of common voting stock having a par value of One Dollar (\$1.00) per share which may be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including but not limited to cash, promissory notes, labor or services performed, promises to perform labor or services evidenced by written contract, or other securities of the Corporation, which the Board of Directors of the Corporation determines is adequate. The Capital Stock of the Corporation may be increased or decreased at any time as provided by the laws of the State of Florida.

The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in other property to the extent permitted by the Florida Business Corporation Act, as in effect from time to time. The Corporation may declare and pay dividends payable in shares of the Capital Stock of the Corporation. Shares of one class or series of Capital Stock of the Corporation may be issued as a share dividend in respect of shares of another class or series of Capital Stock of the Corporation.

ARTICLE V

SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of the Capital Stock of the Corporation are not to be divided into classes.

ARTICLE VI

NO SHARES ISSUED IN SERIES

The shares of the Capital Stock of the Corporation are not to be issued in series.

ARTICLE VII

NO PREEMPTIVE RIGHTS

No holder of shares of the Capital Stock of any class of the Corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine from time to time and at such price as the Board of Directors may fix from time to time; and any shares of stock or convertible obligations which the Corporation may determine to offer for subscription to the holders of stock may be offered to more than one class of stock, as the Board of Directors shall determine, in such proportions as between said classes of stock as the Board of Directors in its discretion may determine. As used in this

paragraph, the expression "convertible obligations" shall include any notes, bonds or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the Corporation of any class or classes. The Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligations or stock of the Corporation (but without intending hereby to limit its general power so to do in any other cases) to grant rights or options to purchase stock of the Corporation of any class upon such terms and during such periods as the Board of Directors shall determine and to cause such rights or options to be evidenced by such warrants or other instruments as it may deem advisable.

ARTICLE VIII

AFFILIATED TRANSACTIONS

The Corporation, pursuant to Section 607.0901(5)(a) Florida Statutes, expressly elects not to be governed by Section 607.0901 Florida Statutes, pertaining to Affiliated Transactions.

ARTICLE IX

INDEMNIFICATION

The Corporation shall have the power and authority to indemnify any officer, director, agent or employee of the Corporation, or any former officer, director, agent or employee of the Corporation, or any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of

another Corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by applicable law, in accordance with the Corporation's Bylaws, pursuant to an agreement authorized by the Board of Directors with such person and as otherwise permitted under the Florida Business Corporation Act, as in effect from time to time.

ARTICLE X

INITIAL CORPORATE ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The address of the principal office of the Corporation is 81 Martinique, Tampa, Florida 33606 and the mailing address of the Corporation is 81 Martinique, Tampa, Florida 33606. The street address of the initial registered office of this Corporation is 501 East Kennedy Boulevard, Suite 1400, Tampa, Florida 33602 and the name of the initial Registered Agent of this Corporation at that address is Donald H. Whittemore.

ARTICLE XI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however there shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Dennis E. Manelli
81 Martinique
Tampa, Florida 33606

ARTICLE XII

INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Dennis E. Manolli
81 Martinique
Tampa, Florida 33606

ARTICLE XIII

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida Business Corporation Act, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XIV

PROVISIONS FOR REGULATION OF THE
INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and the Shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid.

(b) Meetings of the Incorporator, of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of the Corporation's funds and in its discretion the Board of Directors may, to the extent permitted by applicable law, use and apply such funds in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Capital Stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses and/or pensions of the employees, the agents, the officers and Directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee which, for the time being, in the intervals between meetings of the Board and to the extent provided by the Bylaws and authorized by law, shall exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

(g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

(h) Any officers of the Corporation may be removed either with or without cause at any time by vote of a majority of the Board of Directors present.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation nor shall such contract or other transaction be affected by the fact that the Directors or officers of the

Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become a Director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, association or corporation in which he may be interested.

(j) The Bylaws of the Corporation may be amended or repealed and additional Bylaws added or adopted by a majority vote of the Board of Directors so long as the proposed action is not inconsistent with any Bylaws which may have been adopted at any Shareholders meeting. The Bylaws of the Corporation may be amended or repealed at any Shareholders' meeting.

IN WITNESS WHEREOF, the above-named Incorporator has hereunto subscribed his name this 27th day of April, 1995.

Dennis E. Manelli
DENNIS E. MANELLI, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0505, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

DEVIL'S SMOKE COMPANY, DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 81 MARTINIQUE, CITY OF TAMPA, STATE OF FLORIDA 33606,
HAS NAMED DONALD H. WHITTEMORE, LOCATED AT 501 EAST KENNEDY
BOULEVARD, SUITE 1400, CITY OF TAMPA, STATE OF FLORIDA 33602, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Dennis E. Manelli
DENNIS E. MANELLI
TITLE: Incorporator
DATE: 4/27/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM
FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN
SECTION 607.0505, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES.

SIGNATURE OF
REGISTERED AGENT: Donald H. Whittemore

DONALD H. WHITTEMORE

DATE: 5/1/95

FILED
MAY -5 AM 8:10
TALLAHASSEE
STATE
FLORIDA

SF207503

P95000036515

Dennis E. Monelli
(Requestor's Name)
P.O. Box 3324
(Address)
Tampa, FL 33601
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <u>INC</u>
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

100001588031
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*****35.00 *****35.00

W95-18991

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

GH SEP 28 1995

95 SEP 27 PM 2:14
SECRET
DIVISION OF STATE
CORPORATIONS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 21, 1995

Dennis E. Manoll
P.O. Box 3324
Tampa, FL 33601

SUBJECT: DEVIL'S SMOKE COMPANY
Ref. Number: P95000036515

We have received your document for DEVIL'S SMOKE COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 495A00043264

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 27 PM 2:14

ARTICLES OF AMENDMENT
FOR
DEVIL'S SMOKE COMPANY

WHEREAS, DEVIL'S SMOKE COMPANY, a Florida corporation (the "Corporation"), was incorporated in the State of Florida pursuant to Articles of Incorporation dated April 27, 1995, filed May 5, 1995, and effective May 5, 1995;

WHEREAS, the Corporation has been assigned Document Number P95000036515, by the Florida Secretary of State;

WHEREAS, the undersigned is the sole Incorporator of the Corporation, the undersigned has not taken any action as of the date of this amendment to elect directors of the Corporation or issue stock, and, as director or shareholder approval is not required, the undersigned desires to amend the Articles of Incorporation as provided herein.

NOW, THEREFORE, pursuant to Florida Statutes §607.1005, the Articles of Incorporation of the Corporation are amended and restated as follows:

1. Article I of the Articles of Incorporation is deleted and in lieu thereof the following new Article I is inserted:

ARTICLE I

NAME

The name of the Corporation shall be SMOKE'N PEPPERS COMPANY.

2. In all other places in the Articles of Incorporation the name DEVIL'S SMOKE COMPANY shall be deleted and in its place shall be inserted SMOKE'N PEPPERS COMPANY.

3. In all other aspects the Articles of Incorporation remain unchanged.

4. The Amendment was approved by the sole Incorporator.

5. The effective date of this Amendment shall be upon filing with the office of the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned, as the sole Incorporator of the Corporation, subscribes his name this 12th day of

RECEIVED
OFFICE OF THE SECRETARY OF STATE
SEP 27 1995

Dennis E. Manelli

DENNIS E. MANELLI
Sole Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12th day of September, 1995 by DENNIS E. MANELLI, as sole Incorporator of Devil's Smoke Company, a Florida corporation, on behalf of the corporation. He/she is ☒ personally known to me, or ☐ produced the following identification: _____
(check one).



SHENA M. VIOLETTE
MY COMMISSION # CC327681 EXPIRES
December 4, 1997
BONDED THRU TROY FAIR INSURANCE, INC

Shena M. Violette

Name: Shena M. Violette (print)
NOTARY PUBLIC

Commission No.: CC 327681

Commission Expiration Date: 12-4-97

SF222368

FILED
SEP 27 1995
HILLSBOROUGH COUNTY
FLORIDA