

P95000039294

GATLIN & BIRCH, P.A.

ATTORNEYS AT LAW

C. ELMON GATLIN
DEAN W. BIRCH

OF COUNSEL:
DAVID M. GEORGE

620 TWIGGS STREET
TAMPA, FLORIDA 33602

TELEPHONE (813) 229-8561
FAX (813) 224-0132

May 15, 1995

EFFECTIVE DATE
MAY 15 1995.

800001489398
-05/16/95--01139--012
****122.50 ****122.50

Department of State
Division of Corporations
Old Jail
409 E. Gaines St.
Tallahassee, FL 32301

FEDERAL EXPRESS
AIRBILL NO.: 5164682655

Re: WFM Enterprises, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation of WFM Enterprises, Inc., along with a check in the amount of \$122.50. The check is to cover the following costs:

-Filing fee	\$35.00
-Certificate of registered agent	\$35.00
-Certified copy of Articles	\$52.50

Please process this document at your earliest convenience. If you have any questions, please feel free to contact me.

Sincerely yours,

GATLIN & BIRCH, P.A.

Dean W. Birch
DEAN W. BIRCH, ESQUIRE

DWB/gdk

Enclosure

Copy to: William F. Miller (w/o Enclosure)

MAY 18 1995

BSB

FILED
95 MAY 16 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
MAY 15 1995

ARTICLES OF INCORPORATION

OF

WFM ENTERPRISES, INC.

FILED

95 MAY 16 AM 8:56

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation is WFM ENTERPRISES, INC.

ARTICLE 2 - CORPORATE COMMENCEMENT AND DURATION

The corporation shall have perpetual existence commencing on the date of execution of these Articles of Incorporation by the incorporator.

ARTICLE 3 - PURPOSE

This corporation is organized to transact any and all lawful business for which corporations may be incorporated.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE 5 - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2503 Dorene Drive, Plant City, Florida 33566, and the name of its initial registered agent at that address is William F. Miller.

ARTICLE 6 - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one (1). The number of directors shall be fixed by the Bylaws of this corporation and may be changed from time to time, but shall never be less than one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME:

WILLIAM F. MILLER

ADDRESS:

**2503 Dorene Drive
Plant City, Florida 33566**

The directors shall be elected by a vote of the shareholders using the same shareholder quorum and voting as is provided for regular actions of the shareholders, and not by a plurality of the votes cast by the shareholders.

ARTICLE 7 - INCORPORATORS

The name and address of each incorporator is:

NAME:

ADDRESS:

WILLIAM F. MILLER

2503 Dorene Drive
Plant City, Florida 33566

ARTICLE 8 - SHAREHOLDER QUORUM AND VOTING

The presence, at any shareholders meeting, in person or by proxy, of persons entitled to vote a majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. If a quorum is present, action on a matter shall be deemed approved if the votes cast in favor of the action exceed the votes cast in opposition to the action, unless otherwise required in the Articles of Incorporation.

ARTICLE 9 - BOARD OF DIRECTORS QUORUM AND VOTING

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present is required to constitute any act or decision of the Board of Directors.

ARTICLE 10 - RIGHT TO REDEEM

The corporation has the right to redeem its shares at the price, and subject to the terms and conditions, contained in any stock purchase agreement entered into by the corporation.

ARTICLE 11 - COMPENSATION OF OFFICERS

The Board of Directors shall have the authority to determine and set the compensation of all of the officers of the corporation, including the salaries of those officers who are also members of the Board of Directors, and no director shall be disqualified from voting on such compensation by virtue of also being an officer of the corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned,

constituting the incorporator of this corporation, have executed these Articles of Incorporation on this 15th day of May, 1995.

William F. Miller
WILLIAM F. MILLER, INCORPORATOR

REGISTERED AGENT ACCEPTANCE

I, the undersigned, hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for this corporation.

William F. Miller
WILLIAM F. MILLER, REGISTERED AGENT

mler.art

P95000029727

RUCEN McClosky

Requestor's Name

215 S. MONROE Ste 815

Address

Tallahassee FL 32301-9027

City/State/Zip

Phone #

500002154695--2

-04/25/97--01022--012

****1925.00 *****43.75

Office Use Only

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

1. SPHINX INVESTMENTS OF SARASOTA INC
(Corporation Name) (Document #)

2. P95 000029727
(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 type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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

FILED
97 APR 25 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

43.75
4/25
PAC 9
File 2nd

RECEIVED
97 APR 25 AM 10:46

**STATEMENT OF CHANGE OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement of change designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SPHINX INVESTMENTS OF SARASOTA, INC.
(formerly known as Institutional Holdings/Sarasota, Inc., document no. P95000029727).
2. The name and address of the registered agent and office is:

David Barry Briggs
510 Keith Pointe Drive
Sarasota, Florida 34236

Dated this 23rd day of April, 1997.

SPHINX INVESTMENTS OF SARASOTA, INC.

By: David Barry Briggs

DAVID BARRY BRIGGS, as President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

David Barry Briggs
DAVID BARRY BRIGGS

Date: April 23, 1997.

P95000037294

April 10, 1997

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

This Corporation was formed but never used, and I am in the process of dissolving. Please change your records accordingly.

Enclosed herewith is Articles of Dissolution which I understand is necessary together with my check for \$4375 - of which \$3500 is to cover dissolution and \$875 to cover a Certificate of status which I will appreciate your sending.

900002155359--0

-04/25/97--01080--003

*****43.75 *****43.75

Also, enclosed is the 1997 Annual Report of which I suppose is not needed.

2503 Dorene Drive
Plant City, FL 33566-2105

Sincerely
Will J. Miller
President

Willis

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 24 PM 2:30

ARTICLES OF DISSOLUTION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 24 PM 2:30

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: WFM ENTERPRISES, INC.

SECOND: The date dissolution was authorized: December 31, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 10th day of April, 19 97

Signature

Will F. Miller
(By the Chairman or Vice Chairman of the Board, President, or other officer)

William F. Miller
(Typed or printed name)

President

(Title)