

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 100 Tallahassee, FL 32302  
 Mailing Address: Post Office Box 3149, Tallahassee, FL 32302  
 TOLL FREE No. 1 800 342 8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

**EFFECTIVE DATE**

**JUL 20 1995**

*5105*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>[Signature]</i>	_____	_____	_____

WALK-IN Will Pick Up 7:21 12pm

**95000056621**

05 JUL 21 1995

C.C. FEE. DISBURSED

Capital Express™

☒ Art. of Inc. File

☐ Corp. Record Search

☐ Ltd. Partnership File

☒ Foreign Corp. File

☒ ( ) Cert. Copy(s)

☐ Art. of Amend. File

☐ Dissolution/Withdrawal

☐ G.U.S.

☐ Fictitious Name File

☐ Name Reservation

☐ Annual Report/Reinstatement

☐ Reg. Agent Service

☐ Document Filing

☐ Corporate Kit

☐ Vehicle Search

☐ Driving Record

☐ Document Retrieval

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ File No.'s \_\_\_\_\_ Copies \_\_\_\_\_

☐ Courier Service

☐ Shipping/Handling

☐ Phone ( ) \_\_\_\_\_

☐ Top Priority

☐ Express Mail Prop.

☐ FAX ( ) \_\_\_\_\_ pgs. \_\_\_\_\_

**300001542993**  
**-07/21/95--01015--016**  
**\*\*\*\*122.50 \*\*\*\*122.50**

**95 JUL 21 PM 12:19**

**FILED**

**SUBTOTALS**

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

**THANK YOU**  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION**

**OF**

**EMERALD COAST COFFEE, INC.**

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME AND ADDRESS**

The name of this corporation is **EMERALD COAST COFFEE, INC.** The principal address of the corporation is 501 Bob Sikes Blvd., Fort Walton Beach, Florida 32547.

**ARTICLE II  
DURATION**

The period of its duration is perpetual.

**ARTICLE III  
PURPOSE**

The purpose is to engage in any and all activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The aggregate number of shares of stock which the corporation shall have authority to issue shall be One Thousand (1000) shares of common stock of the par value of One (\$ 1.00) Dollar.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

Christopher P. Saxer, Esq.  
Post Office Box 2379  
25 Walter Martin Road, N. E.  
Fort Walton Beach, Florida 32548

**ARTICLE VI**

<sup>1</sup>

**EFFECTIVE DATE**

**JUL 20 1995**

FILED  
95 JUL 21 PM 12:11  
FORT WALTON BEACH, FLORIDA

### INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
1. Karla Dauzat	266 Beachview Drive Fort Walton Beach, Florida 32547
2. Darryl White	315 Leanhmiller Drive Fort Walton Beach, Florida 32548

### ARTICLE VII INCORPORATORS

The name and address of the incorporators signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
1. Karla Dauzat	Same as above
2. Darryl White	Same as above

### ARTICLE VIII INITIAL STOCK ISSUANCE

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

1. Karla Dauzat	510 Shares
2. Darryl White	490 Shares

**ARTICLE IX  
EFFECTIVE DATE**

These Articles of Incorporation for EMERALD COAST COFFEE, INC. shall be effective the 20th day of July, 1995.

**ARTICLE X  
BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

**ARTICLE XI  
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XII  
INFORMAL ACTION OF DIRECTORS**

If all the directors collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

**ARTICLE XIII  
AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIV  
PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury

of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE XV MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the directors of this corporation.

#### ARTICLE XVI DIRECTOR QUORUM AND VOTING

One hundred percent (100%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of one hundred percent (100%) of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of one hundred percent (100%) of the directors present and voting, shall be the act of the board of directors.

#### ARTICLE XVII DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

#### **ARTICLE XVIII MEETINGS BY CONFERENCE TELEPHONE**

Members of the board of directors may participate in special meetings of the board of directors by means of conference telephone as provided by law, but regular meetings of the board of directors must be attended in fact in person by each director.

#### **ARTICLE XIX BYLAWS**

The corporation shall be governed by bylaws adopted by the shareholders.

#### **ARTICLE XX AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

#### **ARTICLE XXI SHAREHOLDER QUORUM AND VOTING**

One hundred percent (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of one hundred percent (100%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge I am filing the foregoing Articles of Incorporation under the laws of the State of Florida, this 20th day of July, 1995.

Karla Dauzat  
Karla Dauzat

Darryl White  
Darryl White

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared the above persons who are personally known to me, or who have produced \_\_\_\_\_ as identification, to be the persons named as subscribers in and to these Articles of Incorporation and who, after taking an oath, executed the foregoing Articles of Incorporation and acknowledged before me that the above named persons executed same for the uses and purposes therein expressed.

WITNESS my hand and official seal, this 20th day of July, 1995.



CHRISTOPHER PAUL SAXER  
My Commission CC407700  
Expires Oct. 21, 1998  
Bonded by NFNU  
600-224-6366

Christopher Paul Saxer  
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the designation and appointment as initial registered agent for this corporation.

Christopher Paul Saxer  
CHRISTOPHER P. SAXER, ESQ.

FILED  
95 JUL 21 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA