

Document Number Only

P95000063709

FILED
95 AUG 17 PM 1:34
SECRET
TALLAHASSEE
1995

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

2000001563452
08/17/95-01049-021
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Carousel Vending, Inc.

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> Profit Articles | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS/ G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

8/17/95
3:07

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED.

ARTICLES OF INCORPORATION
OF
CAROUSEL VENDING, INC.

FILED
95 AUG 17 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be CAROUSEL VENDING, INC., and the principal office of this corporation shall be 4578 N. Hiatus Road, Sunrise, Florida 33351, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock having One (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of this corporation shall be 2021 E. Commercial Blvd., Suite 304, Ft. Lauderdale, Florida 33308, and the name of the initial registered agent of this corporation at that address is MARK L. ANGERT.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of CAROUSEL VENDING, INC., and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director, initially. The number of Directors may be either increased or decreased from time to time by amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name(s) and street address(es) of the initial member(s) of the Board of Director(s) are:

GARY WAIN
4578 N. Hiatus Road
Sunrise, Florida 33351

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first (1st) year of the corporation, or until their successors are elected or appointed is:

GARY WAIN
4578 N. Hiatus Road
Sunrise, Florida 33351

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

GARY WAIN
4578 N. Hiatus Road
Sunrise, Florida 33351

ARTICLE IX. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE X. INDEMNIFICATION

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officers or director, in the manner set out any provided for in the Bylaws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE XI. INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or 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 XII. AMENDMENT OF ARTICLES

The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner provided by the Florida Statutes.

ARTICLE XIII. 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 shareholders 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. The 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 XIV. 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 purpose:

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, a committee or the shareholders.

4. 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 XV. INFORMAL ACTION OF SHAREHOLDERS


Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned agent of CAROUSEL VENDING, INC., has hereunto set his hand and seal this 15 day August, 1995.

GARY WAIN
BY: GARY WAIN
Its Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

MARK L. ANGERT, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


BY: MARK L. ANGERT

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95 AUG 17 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000063709

MARK L. ANGERT, P.A.

MARK L. ANGERT
P.A.
2021 EAST COMMERCIAL BOULEVARD
SUITE 304
FORT LAUDERDALE, FLORIDA 33308
PHONE (305) 771-1171
FAX (305) 771-1358

MARK L. ANGERT, P.A.
2021 EAST COMMERCIAL BOULEVARD
SUITE 304
FORT LAUDERDALE, FLORIDA 33308
PHONE (305) 771-1171
FAX (305) 771-1358

November 28, 1995

Florida Department of State
Jim Smith, Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Carousel Vending, Inc.

300001651283
-12/01/95--01066--014
*****35.00 *****35.00

Dear Mr. Smith:

Enclosed please find the following relative to the above-referenced matter:

1. Original and one copy of Amendment to Articles of Incorporation;
2. Self-addressed, stamped envelope;
3. Check in the amount of \$35.00, representing your fee for filing the Amendment.

Kindly return a time-stamped copy to my office in the self-addressed, stamped envelope.

Thank you for your attention to this matter.

Very truly yours,


MARK L. ANGERT

MLA/sf
Enclosures

SH 12/22
Amend.

RECEIVED
DIVISION OF STATE
CORPORATIONS
95 DEC 22 AM 9:30



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 7, 1995

Mark L. Angert, P.A.
2021 E. Commercial Blvd.
Suite 304
Ft. Lauderdale, FL 33308

SUBJECT: CAROUSEL VENDING, INC.
Ref. Number: P95000063709

We have received your document for CAROUSEL VENDING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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: 295A00053225

MARK L. ANGERT, P.A.

MARK L. ANGERT
P.A.
STEVEN L. HARRIS
STEVEN L. HARRIS
STEVEN L. HARRIS
STEVEN L. HARRIS

PARKVIEW PROFESSIONAL BUILDING
SUITE 304
2021 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308
BROWARD (305) 771-1171
FAX (305) 771-1358

December 13, 1995

Steven Harris,
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Carousel Vending, Inc.
Ref. Number: P95000063709

Dear Mr. Harris:

I am in receipt of your letter dated December 7, 1995, relative to the above-referenced Florida corporation.

Pursuant to your instructions, enclosed please find the revised Amendment to Articles of Incorporation. Once the Amendment has been filed, kindly return a time-stamped copy to me in the self-addressed, stamped envelope enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,


MARK L. ANGERT

MLA/sf
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1995

Mark L. Angert, P.A.
2021 E. Commercial Blvd.
Suite 304
Ft. Lauderdale, FL 33308

SUBJECT: CAROUSEL VENDING, INC.
Ref. Number: P95000063709

We have received your document for CAROUSEL VENDING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The date of adoption of each amendment must be included in the document.

If the amendment was adopted by the incorporators, the document must contain a statement saying "the amendment was adopted by the incorporators without shareholder action and shareholder action was not required".

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: 295A00054595

LAW OFFICES

MARK L. ANGERT, P.A.

MARK L. ANGERT

COUNSEL

SHELDON R. SCHWARTZ
STEVEN D. BRAVERMAN
IRVIN M. LADER
LEWIS S. KIMLER

PARKHEDGE PROFESSIONAL BUILDING
SUITE 304
2021 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33306
BROWARD: (954) 771-1171
FAX: (954) 771-1358

January 2, 1996

Steven Harris,
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Carousel Vending, Inc.
Reference No. P95000063709

Dear Mr. Harris:

Enclosed please find the revised Articles of Amendment to Articles of Incorporation of Carousel Vending, Inc. I have previously sent these Articles of Amendment to you, via facsimile transmission on December 22, 1995.

Please file the Articles of Amendment and return a time-stamped copy of same to me in the enclosed self-addressed, stamped envelope.

Thank you for your cooperation in this regard. Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,



MARK L. ANGERT

MLA/sc
Enclosures

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CAROLINE VANDINE, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

1. ART. II - ARTICLES, THE NAME AND SUFFIX
RIGHTS OF THE MEMBER OF THE BOARD OF DIRECTORS
AND
HOWARD FRANK
4578 N. WINDY RD.
SUNRISE, FLA. 33351

2. ART. III - OFFICERS, THE NAME AND ADDRESS OF
THE OFFICER OF THE CORPORATION IS:
Resident - HOWARD FRANK
4578 N. WINDY RD.
SUNRISE, FLA. 33351

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 22 AM 9:30

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: DEC. 4, 1993

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/~~were~~ approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
- "The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group
- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 14 of Dec, 19 91

Signature _____

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Harold Frank
Typed or printed name

President / Director
Title