

P 960000024019

Mrk & Barbara Farr
Post Office Box 249
Windermere, Florida 34786

000001729920
-03/19/96--01138--001
*****8.75 *****8.75

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 #)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 18 PM 2:52

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

000001729920
-03/04/96--01007--001
*****70.00 *****70.00

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 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

~~729-634-531~~
~~4910-4898~~
8.75 - CUS

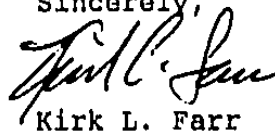
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
222 Third Avenue
Windermere, FL 34706
96 MAR 10 PM 2:52 March 12, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dir Sir:

Enclosed are my revised Articles of Incorporation for Old Town Cookie Company, Inc. I have made the requested corrections as requested by your letter (Ref. Number: W96000004838 - copy enclosed) and am resubmitting the articles to you for processing. Changes have been made to Article Six: Registered Office and Registered Agent, and Article Twelve: Principal Office, in order to comply with section 607.0202(1)(b) or 617.0202(1)(b) of the Florida Statutes as requested in your letter. Also enclosed is an additional \$8.75 for a certificate of the incorporation.

Sincerely,



Kirk L. Farr



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 18 PM 2:52

March 5, 1996

KIRK & BARBARA FARR
POST OFFICE BOX 249
WINDERMERE, FL 34786

SUBJECT: OLD TOWN COOKIE COMPANY, INC.
Ref. Number: W96000004838

We have received your document for OLD TOWN COOKIE COMPANY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Bylaws are not filed with this office. Please retain them for your records.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 496A00009650

ARTICLES OF INCORPORATION

OF

OLD TOWN COOKIE COMPANY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 18 PM 2:52

The undersigned incorporator, for the purposes of forming a corporation under the laws of the State of Florida, adopts the following articles of incorporation for such corporation:

ARTICLE ONE. Name. The name of the corporation is OLD TOWN COOKIE COMPANY, INC.

ARTICLE TWO. Duration. The duration of the corporation shall be perpetual.

ARTICLE THREE. Purposes. The purposes for which the corporation is organized are to transact and engage in any activity with the purposes for which corporation may be organized under the Florida General Corporation Act.

ARTICLE FOUR. Capitalization. The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) which shall be One Thousand (1,000) shares of common stock which shall be at a par value of One Dollar (\$1.00) each.

ARTICLE FIVE. Preemptive rights.:

A. Sales of stock other than that set forth in

Article Five A:

1. Should a shareholder wish to sell or otherwise transfer his stock in the corporation, he must first offer to sell his shareholding on a proportionate basis of the percentage of ownership of stock equity at time stock transfer is made to each member of that group of remaining original shareholders who is interested in and capable of making a purchase of said stock available for sale or transfer. If none of the remaining shareholders are interested in or capable of making such a purchase the corporation may purchase his shareholdings, or upon an amendment of the articles pursuant to Article Five A (5) an otherwise illegal sale (under the articles as they now stand) may be authorized and consummated.

2. Death or incompetency of shareholder: Upon the death or adjudication of incompetency of any shareholder, the shares owned by such shareholder shall first be offered to the remaining shareholders and shall be sold by the same method as set forth in Article Five A (1).

3. Valuation for Article Five A (1), (2), and (5)
Purposes: Any sales of stock pursuant to Article Five A (1), Article Five A (2), or pursuant to Article Five A (5) amendment

shall be at a price equivalent to the fair market value of such stock at the time when: (1) an Article Five A (1) offer is made; (2) a shareholder dies or is adjudicated incompetent; or, (3) an Article Five A (5) amendment is adopted. Fair market value shall be determined by the Board of Directors. Should there ever be a dispute between a prospective, legal or authorized purchaser and the Board of Directors as to a determination of fair market value, such dispute is to be arbitrated.

4. Sale of stock illegal under the articles: Any attempted sale of stock to a person or persons ineligible to own stock in this corporation shall be void, unless an amendment of these articles pursuant to Article Five A (5) has first been made. The corporation hereby reserves the right to re-purchase at their book value any share or shares of stock which may be any means or method not authorized pursuant to Article Five A (5) become the property of persons, corporations, or associations ineligible to be shareholders in this corporation, and said shares re-purchased by the corporation shall then be offered for sale pursuant to the dictates of Article Five A (1).

5. Amendment to permit otherwise illegal sales:
Unless an amendment to these articles permitting any attempted sale of stock to a person or persons ineligible to own stock in this corporation is first adopted by an affirmative vote of both the Board of Directors and sixty percent (60%) of the outstanding shares, the dictates of Article Five B (4) shall be strictly

onforced.

C. The provisions of this article shall be printed upon the face of, and be part of each and every certificate of stock issued by this corporation.

ARTICLE SIX. Registered Office and Registered Agent. The address of the corporations registered office is 222 Third Avenue, City of Windermere, County of Orange, State of Florida 34786, and the name of the corporations initial registered agent at such address is Kirk L. Farr. The registered office adress and the principal address are the same.

ARTICLE SEVEN. Limited Liability of Directors. "Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit."

ARTICLE EIGHT. Directors. The number of constituting the initial board of directors is two (2) and the name and address of the persons who are to serve as the initial directors are: Kirk L.

Farr, 222 Third Avenue, Windermere, Florida 34786, Barbara P. Farr, 222 Third Avenue, Windermere, Florida 34786.


ARTICLE NINE. Incorporator. The name and address of the incorporator is Kirk L. Farr, 222 Third Avenue, Windermere, Florida 34786.

ARTICLE TEN. Officers. The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are Kirk L. Farr, President, 222 Third Avenue, Windermere, Florida 34786, and Barbara P. Farr, Vice-President, Secretary, and Treasurer, 222 Third Avenue, Windermere, Florida 34786.

ARTICLE ELEVEN. Special Provision. This corporation shall be organized to comply with the provisions of Subchapter S of the internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE TWELVE. Principal Office. The principal office of this corporation shall be 222 Third Avenue, City of Windermere, County of Orange, State of Florida 34786. The mailing address of the principal office which shall be known as the principal address is also 222 Third Avenue, Windermere, Florida 34786.

In witness whereof, I have executed these articles of
incorporation in duplicated on the 23 day of FEBRUARY,
19 76.



Kirk L. Farr, Incorporator

STATE OF FLORIDA

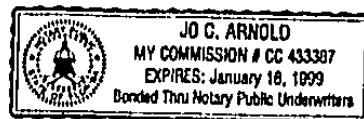
COUNTY OF ORANGE

Before me, a notary public in and for the County and State aforesaid, personally appeared the above name Kirk L. Farr and acknowledged the signing of the foregoing instrument to be his voluntary act and deed for the use and purposes therein mentioned.

In testimony whereof, I have hereunto subscribed my name at Orlando, Florida on the 23rd day of FEBRUARY, 1996.



Notary Public



ORIGINAL APPOINTMENT OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAR 18 PM 2:52

The undersigned, being the incorporator of OLD TOWN COOKIE COMPANY, INC., hereby appoints Kirk L. Farr, a natural person resident in the County in which the corporation has its principle office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is 222 Third Avenue, Windermere, Florida 34786.

Kirk L. Farr

Kirk L. Farr, Incorporator

23 day of February
19 96

OLD TOWN COOKIE COMPANY, INC.

Gentlemen:

I hereby accept appointment as agent of your corporation, upon whom process, tax notices or demands may be served.

Kirk L. Farr

Kirk L. Farr