

11-2529-7 PONDER 9 INC, THOMASVILLE, GA.

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ARTICLES OF INCORPORATION  
OF  
LAVAGNINO - THE LOOP, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of this corporation is LAVAGNINO - THE LOOP, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is authorized to transact any lawful business for which corporations may be formed under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 2,000 shares of common stock with a par value of \$1.00 per share which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 136 N. W. 13th Street, Gainesville, Florida, 32601

and the name of the initial registered agent of this corporation is BEATRIZ C. LAVAGNINO of 1808 SW 75th Terrace, Gainesville, Florida 32607.

ARTICLE VII - BYLAWS

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

ARTICLE VIII - RESTRICTIONS ON TRANSFER

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the initial shareholders of this corporation.

ARTICLE IX - NO CUMULATIVE VOTING

At each election for directors, every shareholder is entitled to one vote for each share of stock held and cumulative voting shall not be permitted.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by holders of fifty-one (51%) percent of issued stock.

#### ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of fifty-one (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Corporation Act, including the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

#### ARTICLE XIII - DIRECTORS

Directors of this corporation need not be residents of Florida. The shareholders of this corporation shall have exclusive authority to fix the compensation of the directors. There shall always be a minimum of one director.

#### ARTICLE XIV - OFFICERS

The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Directors. Any two or more offices may be held by the same person.

ARTICLE XV-INDEMNIFICATION

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

ARTICLE XVI - AMENDMENT

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

ARTICLE XVII - INCORPORATOR

The name and address of the incorporator and director of this corporation is:

BEATRIZ C. LAVAGNINO  
1808 SW 75TH Terrace  
Gainesville, FL 32607

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3-21-96 day of MARCH A.D., 1996.

Beatriz C. Lavagnino  
BEATRIZ C. LAVAGNINO

STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME, a Notary Public authorized to take acknowledgments, personally appeared BEATRIZ C. LAVAGNINO known to me to be the person who executed the foregoing Articles of Incorporation, and who produced FLORIDA DRIVER'S LICENSE L125-063-46-929 as identification and she acknowledged that she executed the Articles of Incorporation for the purposes therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid this 21<sup>st</sup> day of MARCH A.D., 1996.



*Robert E. Roundtree, Jr.*  
\_\_\_\_\_  
Notary Public

My commission expires:

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

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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

BEATRIZ C. LAVAGNINO desiring to organize or qualify under the laws of the State of Florida with its principal place of business at the City of Gainesville, County of Alachua, State of Florida, has named BEATRIZ C. LAVAGNINO, of 1808 SW 75th Terrace, Gainesville, Florida 32607, as its agent to accept service of process within Florida.

LAVAGNINO - THE LOOP, INC.

By Beatriz C. Lavagnino  
Date 3-21-96

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, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Beatriz C. Lavagnino  
BEATRIZ C. LAVAGNINO

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