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April 11, 1996

Secretary Of State
ATTENTION: Division Of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800001781078
-04/15/96--01148--005
***122.50 ***122.50

Re: Nature Cure Enterprises, Inc.

Ladies and Gentlemen:

Please find enclosed herewith the Articles Of Incorporation of the above captioned corporation which I ask that you please file and assign a charter number. I also request that you please certify the enclosed photocopy of the Articles and return same to my office. I have enclosed my client's check in the amount of \$122.50 to cover the costs of the foregoing.

Sincerely,

YETTER & ZAREMBA, P.A.



DONALD W. YETTER, Esquire

/dk

Enclosures

APR 17 1996

BSB

FILED
95 APR 15 AM 9:01
TALLAHASSEE, FLORIDA
STATE

ARTICLES OF INCORPORATION
OF
NATURE CURE ENTERPRISES, INC.

96 APR 15 AM 9:01
STATE
FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

THE NAME of the Corporation shall be NATURE CURE ENTERPRISES, INC.

THE PRINCIPAL place of business of this Corporation shall be 5307 72nd Street East, Bradenton, Manatee County, Florida.

ARTICLE II - DURATION

THE EXISTENCE of this Corporation shall be in perpetuity.

ARTICLE III - PURPOSE

THIS CORPORATION is organized for the purpose of the manufacturing of food product.

THIS CORPORATION shall also do any lawful business in the State of Florida and in the United States of America and in any foreign country and expand the business into as many diversified fields of endeavor for profit, which shall be lawful under the Statutes of the State of Florida now or as the said Statutes shall be amended.

ARTICLE IV - CAPITAL STOCK

THE AGGREGATE NUMBER of shares which the corporation is authorized to issue is Two Thousand (2,000) and which shall be divided into two (2) classes. The designation of each class, the

number of shares of each class and the par value, if any, of the shares of each class, or a statement that the shares of class are without par value are as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE PER SHARE</u>
Class "A" Common	1000	\$ 1.00 per share
Preferred	1000	\$ 1.00 per share

The preferences, limitations and relevant rights in respect of the shares of each class are as follows:

Stock Structure: The holders of the Preferred Stock shall be entitled to receive in each year out of the surplus net profits of the corporation a yearly dividend payable as may be authorized by the Directors, before any dividend shall be set apart or paid on the Class "A" Common Stock. Dividends upon the Preferred Stock shall not be cumulative, so that if in or for any year dividends shall not be paid on the Preferred Stock, the deficiency shall not be a charge upon the net earnings of the corporation, and shall not be payable subsequently. Dividends on the Class "A" Common Stock also may be declared payable as authorized by the Directors, but only out of surplus net profits of the corporation for any fiscal year after the payment of the full yearly dividend on the Preferred Stock for such year. The remainder of surplus net profits for the fiscal year, if any, may be paid to the holders of Class "A" Common Stock or Preferred Stock as determined by the Board Of Directors.

In the case of the liquidation or the dissolution of the corporation, the holders of the Preferred Stock shall be entitled to be paid in full both the par value of their shares and any

declared dividend before any amount shall be paid to the holders of the Class "A" Common Stock. On any such liquidation or dissolution, and after the payment to the holders of the Class "A" Common Stock of its par value, the remaining assets and funds shall be divided pro rata among the holders of both classes of the capital stock.

Voting Rights: Except as otherwise provided by law or these Articles, the Class "A" Common Shareholders shall have exclusive voting rights and powers. Holders of Class "A" Common Stock shall have full voting power to elect the Board Of Directors. Only holders of Class "A" Common Stock shall be entitled to vote on the removal of Directors. All other matters submitted to the Shareholders for a vote shall be voted on by the holders of Class "A" Common Stock. Any vacancy in the office of a Director elected by Class "A" Common Stock shall be filled by a vote only of the holders of Class "A" Common Stock. Each Shareholder of Class "A" Common Stock shall have one (1) vote for each share of stock held by that Shareholder. Under no circumstances shall additional shares of Class "A" Common Stock be authorized by the corporation except by majority vote of the holders of the issued and outstanding shares of Class "A" Common Stock then existing.

Except as otherwise expressly provided in these Articles, the holders of Class "A" Common Stock shall have the exclusive right to notice of the Shareholders' Meetings, to vote at the Shareholders' Meeting and the powers incident thereto.

Any Director elected by the Shareholders to fill a vacancy shall serve until the next Annual Meeting of the Shareholders and

until his or her successor has been chosen and has qualified. The number of Directors may be increased or decreased by the Shareholders from time to time.

The Board Of Directors is hereby granted authority to fix or alter the designations, preferences, and relative, participating, optional, or special rights, and qualifications, limitations, or restrictions. Voting of the shares by holders of Class "A" Common Stock shall be non-cumulative.

Issuance Of Stock By Board Of Directors: At any time, and from time to time when authorized by resolution of the Board Of Directors and without any action by its Shareholders, the corporation may issue or sell any shares of its capital stock of either class, whether out of the unissued shares authorized by the Articles Of Incorporation of the corporation as originally filed or by any amendment thereof, or out of the shares of its stock acquired after the issue, and whether or not the shares so issued or sold shall confer upon the holders the right to exchange such shares for other shares of stock of the corporation of any class or classes.

The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, cash, labor done, personal property, or real property, or leases thereof, and in the absence of actual fraud in the transaction, the judgment of the Directors of the corporation as to the value of the labor, property, real estate or lease thereof so received, shall be conclusive.

Class "A" Common Stock and Preferred Stock shall be issued upon the terms and conditions and with the rights and privileges

as previously set forth herein.

Premptive Rights: Each Shareholder of the corporation shall have the right to purchase, subscribe for or receive a right or rights to purchase or subscribe, for the value established by the Board Of Directors in accordance with the Articles Of Incorporation and such further terms as may be deemed reasonable by the Board Of Directors, a pro rata portion of:

(1) Any stock of any class, other than the Class "A" Common Stock, that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles Of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

Conversion Rights: There are no conversion rights currently provided to convert the Preferred Stock to Class "A" Common Stock.

Authorization Of Restriction On Stock Transfer: No holder of stock shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the

corporation without first offering such shares for sale to the corporation at the value established by the Board Of Directors from time to time. Such offer shall be in writing, signed by the Shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Shareholder shall offer, in writing to all Shareholders of record, such shares or the corporation, on the Shareholder's behalf, may so offer such shares and said offer shall remain open for a period of forty-five (45) days thereafter. If another Shareholder desires to purchase such shares he or she shall notify the selling Shareholder or the corporation as the case may be of his or her intent to so purchase and shall submit a deposit of ten percent (10%) of the offering price. If more than one such Shareholder shall so notify the selling Shareholder or the corporation as the case may be, then the shares shall be divided between or among said Shareholders in equal shares. The selling Shareholder shall not be required to sell less than all of the stock offered by him or her for sale. In the event no offer is made to the selling Shareholder to purchase said stock by any other Shareholder, then the selling Shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any holder of Class "A" Common Stock, the corporation shall have the right to purchase all shares owned by

such Shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each Shareholder. THE HOLDERS OF THE CLASS "A" COMMON STOCK MAY, HOWEVER, ENTER INTO A SHAREHOLDERS AGREEMENT IF EXECUTED BY ALL OF THE HOLDERS OF SAID CLASS MODIFYING THE LIMITATIONS HEREUNDER. Should such shareholders agreement be in existence at the time of the death of any holder of Class "A" Common Stock, the terms and conditions thereof shall take priority over the terms and conditions hereof.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles Of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

ARTICLE V - POWERS

THIS CORPORATION shall have the following powers:

1. All powers given to the Corporation under Florida Statute 607 in its present form or as it may be hereafter amended, to exercise all powers that are presently conferred by law upon the Corporation, to do any and all things to the same extent as a natural person might or could do, and to enjoy all powers necessary and proper to effectuate the purpose of this Corporation.

2. To sue and be sued, complain and defend in its corporate name and in all actions or proceedings.

3. To have or use a Corporate Seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

4. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated, tangible or intangible.

5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

6. To lend money to, guarantee any obligation of, or otherwise assist any Officer or other employee of the Corporation, or of any subsidiary, including any Officer or employee who is a Director of the Corporation or of any subsidiary whenever, in the judgment of the Directors, such loan, guaranty or assistance may reasonably be expected to benefit the Corporation. Any loan so authorized may be with or without interest, secured or unsecured, without limitations, including a pledge of shares of stock of the Corporation. This power is in addition to any other powers given at a common law or under any Statutes of the State of Florida.

7. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or

Individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

8. To make contracts and guarantee and incur liabilities borrow money at such rates or interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

9. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property or security for the payment of funds so loaned or invested.

10. To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within or without the State of Florida.

11. To elect or appoint Officers and agents of the Corporation and define their duties and fix their compensation.

12. To make and alter ByLaws, not inconsistent with its Articles Of Incorporation or with the Laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

13. To make donations for the public welfare or for charitable, scientific or educational purposes.

14. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and

employees and for any or all of the Directors, Officers and employees of its subsidiaries.

16. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

17. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

THE STREET address of the initial registered office of the Corporation is 5307 72nd Street East, Bradenton, Florida 34203.

THE NAME of the initial Registered Agent of this Corporation is ANTHONY HUESTON, III.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

THIS CORPORATION shall have 2 Directors initially. The maximum number of Directors of this Corporation shall be 10 and the number of Directors may be either increased or decreased from time to time by the ByLaws but shall never be less than 1.

THE NAMES AND addresses of the initial Directors of this Corporation are:

ANTHONY HUESTON, III
5307 72nd Street East
Bradenton, Florida 34203;

ANTHONY HUESTON, SR.
5307 72nd Street East
Bradenton, Florida 34203.

ARTICLE VIII - INCORPORATOR

THE NAME of the person signing these Articles is ANTHONY HUESTON, III, whose address is 5307 72nd Street East, Bradenton, Florida 34203.

ARTICLE IX - CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS of Shareholders may be called by the Directors and the holders of not less than one-third (1/3) of the shares entitled to vote and other persons or groups may be entitled to call a special meeting of the Shareholders as may be authorized in the ByLaws.

ARTICLE X - POWERS RESTRICTED

THIS CORPORATION shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this Corporation shall not have the power to issue and create stock rights and stock options except as approved by the majority of Shareholders of the outstanding and issued stock at any regular or specially called Shareholders meetings.

ARTICLE XI INTERESTED PARTY PARTICIPATION AND INDEMNIFICATION

THE CORPORATION shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. Any transaction between the Corporation and another shall not be affected because one or more of the Shareholders or Directors has a personal interest in the transaction or in connection with such other person.

ARTICLE XIII - AMENDMENT OF ARTICLES

THE ARTICLES of Incorporation shall be amended from time to time by a majority vote of Shareholders at the Annual Meeting Of Shareholders, or at any Special Meeting of Shareholders. The Notice for any Annual or Special Meetings of Shareholders is required only to state that the Articles are to be amended at the noticed meeting.

THE ARTICLES of Incorporation may be amended without notice when a majority of Shareholders are present in person at any Annual or Special Meeting of Shareholders. If the majority of Shareholders do not appear in person, but are represented by proxy, the minimum notice stating that the Articles of Incorporation are to be amended shall be issued prior to the proposed amendments to the Articles of Incorporation.

ARTICLE XIII - AMENDMENT OF BYLAWS

THE BYLAWS of this Corporation shall be amended from time to time by the Directors of the Corporation by majority vote at any specially called or Annual Meeting of the Directors or shall be amended at any Annual or Special Meeting of the Shareholders. Specific notice at any meeting of the Directors or Shareholders in which an amendment to the ByLaws is to be made shall not be required to be given as to any proposed amendment thereof.

DATED: April 11, 1996.

INCORPORATOR:

Anthony Hueston, III
ANTHONY HUESTON, III

STATE OF FLORIDA
COUNTY OF MANATEE

THE FOREGOING instrument was acknowledged before me on this 11th day of April, 1996, by ANTHONY HUESTON, III, who is personally known to me.

Debra A. Kreft
Notary Public

Print Name:

My Commission Expires:

My Commission Number:



DESIGNATION OF REGISTERED AGENT

PURSUANT to Chapter 607.164, Florida Statutes, the following is submitted in compliance with said act: That **NATURE CURE ENTERPRISES, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the County of Manatee, State of Florida, has named **ANTHONY HUESTON, III**, whose address is 5307 72nd Street East, Bradenton, Florida 34203, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

HAVING been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act, relative to keeping open said office.

DATED: April 11, 1996.

REGISTERED AGENT:


ANTHONY HUESTON, III

APR 15 11 01
TALLAHASSEE, FLORIDA