

# P96000035877

## TRANSMITTAL LETTER

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

4-296

SUBJECT: SELECT VENDING INCORPORATED

(Proposed corporate name - must include suffix)

FILED  
APR 25 1996  
TALLAHASSEE, FL  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: DONALD D. KRAUSE  
Name (printed or typed)

1811 BRANCHWATER TRAIL  
Address

ORLANDO, FL 32825  
City, State & Zip

407-277-2698  
Daytime Telephone number

F. CHESSEY APR 25 1996

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 10, 1996

DONALD D KRAUSE  
1811 BRANCHWATER TRAIL  
ORLANDO, FL 32825

SUBJECT: SELECT VENDING INCORPORATED  
Ref. Number: W96000007724

FILED  
96 APR -4 11:13 AM  
TALLAHASSEE, FLORIDA

We have received your document for SELECT VENDING INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 596A00016407

**ARTICLES OF INCORPORATION**

**OF**

**SELECT VENDING INCORPORATED**

4-2-96

FILED  
05 APR -4 11:58 AM  
CLERK OF CIRCUIT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE COUNTY OF ORANGE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, hereby adopt the following Articles of Incorporation.

**ARTICLE I -- NAME OF THE CORPORATION**

The name of this corporation shall be:

**Select Vending Incorporated**

**ARTICLE II -- PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

**Principal Place of Business:** 1811 Branchwater Trail  
Orlando, Florida 32825

**Mailing Address:** 2212 S. Chickasaw Trail  
Suite 210  
Orlando, Florida 32825

### **ARTICLE III -- SHARES**

**Section 1:** The corporation shall have the authority to issue but one (1) class of stock, common stock. The number of shares of common stock authorized to be issued by the corporation shall be limited to two hundred (200) shares, with a par value of one dollar (\$1.00). The corporation elects to have preemptive rights.

**Section 2:** The shareholders of the common stock shall have unlimited voting rights, and shall be entitled to receive the net assets of the corporation upon dissolution.

**Section 3:** The shareholders of the common stock shall be entitled to distributions, including dividends, in accordance with the procedures set forth within the corporate bylaws and as the shareholders may, from time to time, so authorize or direct.

### **ARTICLE IV -- INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Donald D. Krause  
1811 Branchwater Trail  
Orlando, Florida 32825

## **ARTICLE V -- INCORPORATORS**

The names and addresses of the Incorporators to these Articles of Incorporation are:

- 1) Donald D. Krause, President  
1811 Branchwater Trail, Orlando, Florida 32825
- 2) Deborah Wainwright-Krause, Vice President  
1811 Branchwater Trail, Orlando, Florida 32825

## **ARTICLE VI -- CORPORATE PURPOSES AND POWERS**

**Section 1:** This corporation is organized for the purposes of engaging in any lawful activities or businesses.

**Section 2:** This corporation shall have the powers to do all things necessary or convenient to carry out its business and affairs.

## **ARTICLE VII - DURATION**

This corporation shall exist perpetually, commencing on Tuesday April 2, 1996, or the date of filing of these Articles of Incorporation should said filing with the Florida Department of State, Division of Corporations fail to take place within five (5) business days from April 2, 1996.

**ARTICLE VIII -- SHAREHOLDERS' AGREEMENT  
TO MANAGE THE CORPORATION**

**Section 1:** Pursuant to the provisions enumerated within Section 607.0732, Florida Statutes, the incorporators, acting as sole shareholders of the corporation as no shares of common stock have yet to be issues, do, as of this date, unanimously agree and approve of the Shareholders' Agreement as set forth within these Articles of Incorporation and as made known to the corporation.

**Section 2:** The Board of Directors for this corporation is hereby eliminated, and all corporate powers shall forthwith be exercised by and under the authority and sound discretion of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

**Section 3:** In the management of the business and affairs of this corporation, the act or acts of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act or acts of the corporation.

**Section 4:** Each shareholder shall be entitled to one vote, in person or by proxy, for each share of voting stock held by that shareholder. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business or affairs of the corporation.

**Section 5:** This Shareholders' Agreement may be terminated or, from time to time, amended as required or allowed by law. Said termination or amendment may be set forth within the bylaws of this corporation, and any interpretational or other conflict with these Articles that may arise shall be resolved, whenever possible and to the extent allowable by law, in favor of the laws.

#### **ARTICLE IX -- SHAREHOLDERS' POWERS**

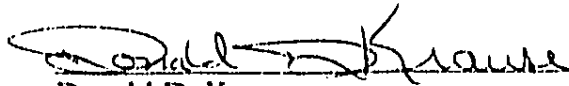
**Section 1:** The power to adopt, amend, or repeal bylaws shall be vested exclusively in the shareholders. Conflicts between the Articles of Incorporation and the bylaws shall be resolved, whenever possible and to the extent allowable by law, in favor of the bylaws.

**Section 2:** The shareholders of the corporation shall have the exclusive power to fix or change the salaries of the officers of this corporation, to restrict the transfer of stock by shareholders, to indemnify shareholders and officers against liability for the actions or omissions of the shareholders, and the exercise of such other powers of the corporation as are not inconsistent with these Articles of Incorporation, or with the bylaws that may be adopted by the shareholders, or the laws of the State of Florida or the United States of America.

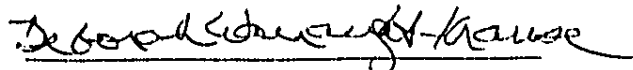
**Section 3:** This corporation expressly reserves the right to remand, repeal or amend any provision contained within these Articles of Incorporation or any amendment hereto, and any rights which may be conferred upon the shareholders are subject to this reservation.



THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE  
ARTICLES OF INCORPORATION THIS 4TH DAY OF APRIL 1996.

A handwritten signature in cursive script, appearing to read "Donald D. Krause", written over a horizontal line.

Donald D. Krause,  
President  
Select Vending Incorporated

A handwritten signature in cursive script, appearing to read "Deborah Wainwright-Krause", written over a horizontal line.

Deborah Wainwright-Krause,  
Vice President  
Select Vending Incorporated

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

*Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.*

1. The name of the corporation is: SEECOR VENDING INCORPORATED

2. The name and address of the registered agent and office is:

DONALD B. KRAUSE  
(Name)  
1811 BRUNSWICK TRAIL  
(P.O. Box NOT acceptable)  
ORLANDO, FL 32825  
(City/State/Zip)

FILED  
96 APR -1 AM 10:41  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

SIGNATURE [Signature]

DATE 4-15-96