

# P96000049740

Sunstate Research Assoc.  
Requestor's Name

PO Box 11271  
Address

Tallahassee FL 32307  
City/State/Zip      Phone #

700001858387  
-06/11/96--01122--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Sunflour Bagel Bakery, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

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☐ Certificate of Status

NEW FILINGS	
<input checked="" 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

RECEIVED  
96 JUN 11 AM 11:38  
DIVISION OF CORPORATION SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED  
96 JUN 11 PM 1:50

*SJS*  
6/11/96

**ARTICLES OF INCORPORATION  
OF  
SUNFLOUR BAGEL BAKERY, INC.**

FILED  
96 JUN 11 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME and PRINCIPAL OFFICE**

The name of this corporation shall be SUNFLOUR BAGEL BAKERY, INC. and the principal place of business and mailing address of this corporation shall be Polo Club Shoppes, 5030 Champion Boulevard, Suite B-1, B-2, Boca Raton, Florida 33496. The corporation has the privilege of having branch offices within or without the State of Florida.

**ARTICLE II  
DURATION**

This corporation shall commence its existence as of the filing of these Articles with the Secretary of State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III  
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE IV  
CAPITALIZATION**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	-0-	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

#### **ARTICLE V** **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be at the law offices of Schulte Blum & Joblove, 200 S. Biscayne Boulevard, Suite 3150, Miami, Florida, 33131-2311, and the initial registered agent at that address shall be Michael D. Joblove.

#### **ARTICLE VI** **INCORPORATOR**

The name and address of the Incorporator is Harry Vieira, 1301 S.W. 9th Street, Boca Raton 33486, Boca Raton, Florida 33486.

#### **ARTICLE VII** **DIRECTOR CONFLICT OF INTEREST**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

**ARTICLE VIII**  
**NO SHAREHOLDER LIABILITY**

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

**ARTICLE IX**  
**INDEMNIFICATION**

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

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IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this \_\_\_\_ day of May, 1996.

  
Harry Vieira, Incorporator

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

In compliance with the laws of the State of Florida, the following is submitted:

SUNFLOUR BAGEL BAKERY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Polo Club Shoppes, 5030 Champion Boulevard, Suite B-1, B-2, Boca Raton, Florida 33496 has named MICHAEL D. JOBLOVE, 200 S. Biscayne Boulevard, Suite 3150, Miami, Florida 33131-2311, as its statutory Resident Agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

  
Michael D. Joblove, Registered Agent

DATED: this 3k day of May, 1996

**FILED**  
96 JUN 11 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA