

P96000059031

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

FILED

96 JUL 15 PM 1:52

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

Office Use Only

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

1. WHITE ONIONS, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

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-07/15/96--01018--027  
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3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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☐ Photocopy

☐ 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 JUL 15 PM 12:09  
CLERK OF CORPORATION

ARTICLES OF INCORPORATION  
of  
WHITE ONIONS, INC.  
a Florida Corporation

FILED  
96 JUL 15 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE ONE

Name

The name of this corporation is:

WHITE ONIONS, INC.

ARTICLE TWO

The principal address of the corporation shall be:

8835 Southwest 107th Avenue  
Miami, Florida 33176

The Board of Director may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

ARTICLE THREE

Duration

The term of existence of the corporation shall be perpetual.

ARTICLE FOUR

Nature of Business

The general nature of the business to be transacted by this corporation is:

- A. General business; and
- B. To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

- C. To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

#### ARTICLE FIVE

##### Capital Stock

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is Six hundred (600) shares of common stock having One (\$1.00) dollar Par value.

#### ARTICLE SIX

##### Initial Capital

The amount of capital with which this corporation will begin business is Five Hundred 00/00 (\$500.00) dollars.

#### ARTICLE SEVEN

##### Directors

The corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one.

#### ARTICLE EIGHT

##### Initial Director and Officer

- A. The initial Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be

held. The Director elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 4:00 o'clock, p.m., on the 5th day of JULY, of each year, at 8835 Southwest 107th Avenue, Miami, Florida, or at such other time and place as the Board of Directors may designate from time to time, by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such initial member of the Board of Directors are as follows:

**NORMA BARRETT**  
**8835 Southwest 107th Avenue**  
**Miami, Florida 33176**

**B. CORPORATE OFFICERS.**

The Board of Directors shall elect the following officers: President; Vice President; Secretary; and Treasurer, and such other

officers as the By-Laws of this Corporation may authorize the Director to elect from time to time. Initially, such officers shall be elected at the first Annual Meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<b>President:</b>	<b>NORMA BARRETT</b>
<b>Secretary:</b>	<b>NORMA BARRETT</b>
<b>Treasurer:</b>	<b>NORMA BARRETT</b>

#### **ARTICLE NINE**

##### **Subscribers**

The names and residence addresses of the Subscribers of this corporation are as follows:

**NORMA BARRETT**  
**8109 Southwest 158th Avenue**  
**Miami, Florida 33193**

#### **ARTICLE TEN**

##### **Registered Agent and Office**

The name of the Corporation's Registered Agent and the address of the Corporation's Registered Office shall be:

**JAMES F. POLLACK**  
**360 Greco Avenue, Suite 208**  
**Coral Gables, Florida 33146**

#### **ARTICLE ELEVEN**

##### **Amendments of Articles**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I, the undersigned, being the Subscriber and Incorporator of WHITE ONIONS, INC., for the purpose of forming this corporation under the laws of the State of Florida, have executed these Articles of Incorporation, on this the 2nd day of JULY, 1996.

*Norma Barrett*  
NORMA BARRETT, Subscriber

STATE OF FLORIDA     )  
                              : ss  
COUNTY OF DADE     )

THE FOREGOING INSTRUMENT was acknowledged before me, this 2nd day of JULY, 1996, by NORMA BARRETT, personally known to me/who produced Florida Driver License as identification and who did take an oath.

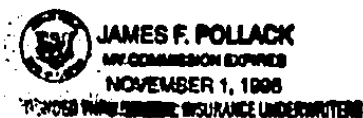
*James F. Pollack*  
Signature of Notary Public  
JAMES F. POLLACK

Name of Notary Public, typed, printed or stamped

(Seal)

**NOTARY PUBLIC, STATE OF FLORIDA AT LARGE**

Serial number, if any:



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

Pursuant to the provisions of Section 607.0501 of the 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:

WHITE ONIONS, INC.

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

JAMES F. POLLACK

360 Greco Avenue, Suite 208

Coral Gables, Florida 33146

July 2, 1996

  
NORMA BARRETT,  
President/Director

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96 JUL 15 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT**

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.

July 2, 1996



James F. Pollack  
Registered Agent