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FEINSOD & ASSOCIATES, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

Flamingo Bank Building
One West Flamingo Drive
Pompano Beach, Florida 33067

City/State/Zip

Phone #

700001301307
-07/30/96-01117-010
***122.50 ***122.50

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
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- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED
96 JUL 30 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JUL 31 1996

FILED

CERTIFICATE OF ARTICLES OF INCORPORATION

96 JUL 30 PM 3:09

The undersigned for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: Freedman's Bagels, Inc. - 12189 Pembroke Road - Pembroke Pines, Florida 33025

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of The United States and of this State.

ARTICLE III

The amount of the authorized capital stock of this corporation shall be:
10 Shares @\$1.00 Per Share

ARTICLE IV

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 pro rata share thereof (as nearly as may be done without assurance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist is perpetual.

ARTICLE VI

The initial registered office of the corporation shall be:

Rebecca Freedman
12189 Pembroke Road
Pembroke Pines, Florida 33025

The initial registered office may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices, in any of the said places of business.

ARTICLE VII

The business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than five (5) members, as the same may be provided by the By-Laws of the corporation, and the following officers, to-wit: a president, secretary and treasurer, and such other officers as the Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the officers shall be elected by the Board of Directors at a meeting to be held immediately after adjournment of that of the annual stockholders' meeting.

Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the following named officers, together with the afternamed Board of Directors.

NAME AND ADDRESS	OFFICER(S)
Rebecca Freedman 12189 Pembroke Road Pembroke Pines, Florida 33025	President
Donald Freedman 12189 Pembroke Road Pembroke Pines, Florida 33025	Vice President
Naomi Freedman 12189 Pembroke Road Pembroke Pines, Florida 33025	Secretary

ARTICLE VIII

The names and post office address of the first Board of Directors, who, subject to the provisions of these articles, for the first year of the corporations' existence or until their successors are duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Rebecca Freedman	12189 Pembroke Road Pembroke Pines, Florida 33025
Donald Freedman	12189 Pembroke Road Pembroke Pines, Florida 33025
Naomi Freedman	12189 Pembroke Road Pembroke Pines, Florida 33025

ARTICLE IX

The annual meeting of the stockholders of the corporation shall be fixed by the By-Laws and the power to adopt, alter, amend or repeal By-Laws shall be invested in the Board of Directors.

ARTICLE X

The name and place of residence of each incorporator of this corporation and the amount of shares of stock subscribed for are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Rebecca Freedman	780 NE 199th Street N. Miami Bch, Fl 33179	1 Shares \$1.00 Per Share
Donald Freedman	12004 Washington Street Pembroke Pines, Fl 33025	5 Shares \$1.00 Per Share
Naomi Freedman	12004 Washington Street Pembroke Pines, Fl 33025	4 Shares \$1.00 Per Share

ARTICLE XI

The members of the Board of Directors, or an Executive Committee shall be deemed present at a meeting of such Board or Committee if a conference telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XII

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

IN WITNESS WHEREOF, the undersigned subscribe(s) has/been executed these Articles of Incorporation, this 25th day of July 1996.

Rebecca Freeman

STATE OF FLORIDA
COUNTY OF BROWARD

ON THIS DAY, personally appeared before me, the undersigned authority, duly authorized to administer oaths, to me known to be the person(s) described in and who executed the above and foregoing proposed charter, and they acknowledge that they executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at



Barbara Tayan
NOTARY PUBLIC

My Commission Expires:

Known to me

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESSES MAY BE SERVED.**

Rebecca Freedman
12189 Pembroke Road
Pembroke Pines, Florida 33025

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.001, Florida Statutes, the following is submitted, in compliance with said Act:

First--Freedman's Bagels, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Pembroke Pines, County of Broward, State of Florida is named the agent to accept service of process within this State..

ACKNOWLEDGMENT:

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

By

Rebecca Freedman

Rebecca Freedman
12189 Pembroke Road
Pembroke Pines, Florida 33025