

P960000081068

MARK A. KAMILAR

PENTHOUSE 1, U.S. JUSTICE BUILDING  
155 SOUTH MIAMI AVENUE  
MIAMI, FLORIDA 33130

MARK A. KAMILAR

TELEPHONE  
(305) 374-5325  
FAX  
(305) 374-2576

September 23, 1996

Secretary of State  
Division of Corporations  
The Capitol, Plaza Level  
Tallahassee, Florida 32301

800001959368  
-09/30/96--01003--016  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Windheuser Sweet Shop, Inc.

Dear Sir or Madam:

In connection with the formation of the above-captioned corporation, enclosed please find our check in the amount of \$122.50.

We are also enclosing the original and one copy of the Articles of Incorporation. Kindly return a certified copy to the undersigned with the charter number issued when this corporation has been formed.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

LL

MARK KAMILAR

MK/sdp  
enc. noted.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 27 PM 12:54

gg 10/1/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 SEP 27 PM 12: 54

ARTICLES OF INCORPORATION

OF

WINDHEUSER SWEET SHOP, INC.

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the laws of the State of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

I

The name of the corporation shall be WINDHEUSER SWEET SHOP, INC.

II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, house and buildings and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments, including bonds, debentures or other obligations of this corporation, whether secured by mortgage, pledge or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as

may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either a principal, agent or broker, conferred by the laws of the State of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

### III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of stock at penny par value.

### IV

The amount of capital with which this corporation shall begin business shall be FIVE HUNDRED DOLLARS (\$500.00).

### V

The existence of this corporation shall be perpetual.

### VI

The principal office of this corporation shall be located at 82685 Overseas Highway, Islamorada, Florida 33036.

### VII

The Board of Directors of this corporation shall consist of not less than one (1) member.

### VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-laws, and the laws of the State of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

President/Director      Hans G. Windheuser  
82685 Overseas Highway  
Islamorada, Florida 33036

IX

The registered agent and the registered office for this corporation are:

Mark A. Kamilar, Esquire  
Law Offices of Mark A. Kamilar  
155 South Miami Avenue, Penthouse I  
Miami, Florida 33130

X

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS:</u>	<u>NO. OF SHARES:</u>
Hans G. Windheuser	82685 Overseas Highway Islamorada, FL 33036	-0-

XI

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time, there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER and such other offices as are permitted by the By-laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-laws.

XII

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept

service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

LL  
MARK A. KAMILAR, ESQUIRE

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.

Hans G. Windheuser  
HANS G. WINDHEUSER, President

STATE OF FLORIDA            )  
                                  ) ss.  
COUNTY OF DADE        )

I HEREBY CERTIFY that on this day personally appeared  
HANS G. WINDHEUSER  
to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber(s) and that the facts set forth therein are true and correct to the best of their knowledge.

WITNESS my hand and seal at Miami, Dade  
County, Florida this 18th day of September, 1966.  
Paula D. Perdue  
NOTARY PUBLIC, State of Florida

My Commission Expires:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 27 PM 12:54

P96000081068

OFFICE USE ONLY (Document #)

LAW OFFICES

MARK A. KAMILAR

PENTHOUSE I, U.S. JUSTICE BUILDING

155 SOUTH MIAMI AVENUE

MIAMI, FLORIDA 33130

500001971505  
-10/11/96--01039--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in ☐ Will Wait ☐ Pick up time \_\_\_\_\_

☐ Certified Copy  
☐ Certificate of Status

96 OCT 10 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

NEW FILINGS	
<input 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

Examiner's Initials

P96000081068  
FL Amend  
10-10-96

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

WINDHEUSER SWEET SHOP, INC.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article VIII shall be amended to show the following new Board of Directors:

President/Treasurer/Director	Hans G. Windheuser 82685 Overseas Highway Islamorada, Florida 33036
------------------------------	---

Vice-President/Director	Gilles Albert Goussard 82685 Overseas Highway Islamorada, Florida 33036
-------------------------	---

APPROVED  
AND  
FILED

96 OCT 10 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: October 3, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
voting group

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 3rd day of October, 19 96

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

HANS G. WINDHEUSER

Typed or printed name

President/Treasurer/Director

Title