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SIMPSON, HENDERSON & CARTA

*Attorneys at Law*

1819 JACKSON STREET  
POST OFFICE BOX 1900  
FORT MYERS, FLORIDA 33902

JOSEPH A. SIMPSON  
ROBERT P. HENDERSON  
STEVEN CARTA\*

TELEPHONE (841) 332-3366  
FACSIMILE (841) 332-7082

\*BOARD CERTIFIED-CIVIL TRIAL  
\*BOARD CERTIFIED-REAL ESTATE

January 27, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-01/30/97--01036--010  
\*\*\*122.50 \*\*\*122.50

RE: BAGEL DUDES OF SOUTH FLORIDA, INC.

Enclosed please find original and copy of Articles of Incorporation for filing, along with our check in the amount of \$122.50 to cover said filing fees and fee for certified copy thereof. We await return of the certified copy. Thanking you in advance for your help, I remain

Sincerely yours,



Robert P. Henderson

/sb  
Enclosures

FILED  
97 JAN 30 PM 4:32  
TALLAHASSEE, FLORIDA

KL  
2.3.97

ARTICLES OF INCORPORATION  
OF  
BAGEL DUDES OF SOUTH FLORIDA, INC.

97 JAN 30 PM 4:32  
FILED  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLE I

The name of this corporation shall be BAGEL DUDES OF SOUTH FLORIDA, INC.

ARTICLE II

This corporation is to have perpetual existence. The existence of this corporation shall commence upon its filing of its Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III

The purpose for which this corporation is organized is to own, operate, or manage a restaurant, restaurants, or food service business, and to do all and every lawful act and actions which corporation may be incorporated for under the laws of Florida.

ARTICLE IV

The corporation is authorized to issue one class of common stock of 2,000 shares having a par value of One Dollar (\$1.00) per share, fully paid and non-assessable. Such stock may be issued for cash, property, labor, services or goodwill as may be determined by the Board of Directors. The following pre-emptive rights shall apply to the benefit of all stockholders of this corporation:

(A) In the event a stockholder owning stock in this corporation seeks to sell all or part of his stock, or has received an offer to purchase his stock, that stockholder shall first offer said stock for sale to the remaining stockholders.

(B) Unless otherwise specified by agreement among the stockholders, the purchase price for said stock shall be the sale price fixed by the selling stockholder, or the actual offer purchase price negotiated, whichever is less. In the event a shareholder fixes a selling price, but receives an offer to purchase at a lesser amount, the shareholder shall then offer his stock as provided in part (a) above to the remaining stockholders at a lesser amount.

(C) The selling shareholder shall advise all of the shareholders of his intention to sell, in writing, by certified mail. The remaining shareholders shall exercise their option hereunder within thirty (30) days of receipt of such notice by giving written notice by certified mail of their intention to purchase. Failure to give said notice shall be deemed to be consent to the sale of such stock by the selling stockholder.

(D) Those shareholders electing to purchase stock offered for sale under this part may purchase such portion of the shares offered as their stock ownership interest bears to the total stock ownership interest of all other stockholder who also elect to make such purchase under this part.

#### ARTICLE V

This corporation reserves the right to redeem all or such

portion of its issued and outstanding stock as the Board of Directors may from time to time determine. The method of call, the manner of determining which stock shall be redeemed and the purchase price at redemption, which price shall not be less than the book value of said stock as reflected on the corporate financial books and records, shall be specified in the By-Laws.

#### ARTICLE VI

The initial principal office of the corporation will be located at 1027 Cape Coral Parkway, Cape Coral, Florida 33904.

#### ARTICLE VII

The street address of the initial registered office of this corporation is 1027 Cape Coral Parkway, Cape Coral, Florida, and the name of the initial Registered Agent of this corporation shall be MICHAEL DIRK ATHERTON.

#### ARTICLE VIII

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than two. The names and addresses of the initial directors of this corporation are:

MICHAEL DIRK ATHERTON  
1532 Reynard Drive  
Fort Myers, FL 33919

DOUGLAS WRAE BURFORD  
541 Peck Avenue  
Fort Myers, FL 33919

**ARTICLE IX**

The name and address of the person signing these Articles of Incorporation is:

DOUGLAS WRAE BURFORD  
541 Peck Avenue  
Fort Myers, FL 33919

**ARTICLE X**

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in this corporation.

**ARTICLE XI**

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the Board of Directors and the stockholders.

**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 stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation at Fort Myers, Florida, this 27<sup>th</sup> day of January, 1997.

  
DOUGLAS WRAE BURFORD

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared DOUGLAS WRAE BURFORD, who produced FL drivers license, as identification/or ~~who is personally known to me~~, and who acknowledged to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my official hand and seal this 27<sup>th</sup> day of January, 1997.

  
\_\_\_\_\_  
Notary Public - State of Florida  
My Commission Expires:

SUSAN BROWNIE  
Notary Public, State of Florida  
My comm. exp. Dec. 2, 1997  
Comm. No. CC 337379

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

IN COMPLIANCE WITH FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT BAGEL DUDES OF SOUTH FLORIDA, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IS AT 1027 Cape Coral Parkway, Cape Coral, STATE OF FLORIDA, HAS NAMED MICHAEL DIRK ATHERTON, LOCATED AT 1027 Cape Coral Parkway, Cape Coral, Florida, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: \_\_\_\_\_

(Corporate Officer)

DATE: \_\_\_\_\_

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: \_\_\_\_\_

(Resident Agent)

DATE: \_\_\_\_\_

FILED  
97 JAN 30 PM 4:32  
TALLAHASSEE, FLORIDA