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FILED

97 FEB 10 AM 10:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 31, 1997

Department of State  
Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL. 32314

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-02/10/97--01067--006  
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Dear Secretary of State:

Enclosed, find one original and a copy of the Articles of Incorporation of **CAMPBELL'S FISH AND CRUSTACEAN, INC.**

Also, find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as **CAMPBELL'S FISH AND CRUSTACEAN, INC.**, is appreciated.

Respectfully,



PETER EBANKS,

encl.

2-12-97

**ARTICLES OF INCORPORATION**  
**OF**  
**CAMPBELL'S FISH AND CRUSTACEAN, INC.**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby agree and associate ourselves together for the purpose of becoming a Corporation under the General Corporation Laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a Corporation for profit.

**ARTICLE I**

The name of the Corporation hereby formed under these articles shall hence and from this day, subject to the approval of the Secretary of State, State of Florida be known as : **CAMPBELL'S FISH AND CRUSTACEAN, INC.**

**ARTICLE II**

The Company formed under these Articles of Incorporation shall be endowed with the following powers:

- 1) Sue and be sued and appear and defend in all actions and proceedings in it's corporate name as a natural person.
- 2) Adopt and use a corporate seal and alter the same.
- 3) Appoint such officers and agents as it's affairs shall require, and allow them suitable compensation.
- 4) Adopt, change, amend, repeal, it's By-Laws, not inconsistent with Law and it's Certificate of Incorporation, for the exercise of it's affairs and property; the transfer on it's

records of it's stock or other evidence of interest or membership, and the calling and holding of meetings by it's shareholders and stockholders.

5) Increase or diminish, by vote of it's stockholders, shareholders, or members, cast as the By-Laws may direct, the number of directors, managers or trustees of this Corporation, and the resident agent for services of process providing the number of the aforementioned shall never be less than one (1) nor more than seven (7). That this provision of these Articles of Incorporation shall be strictly construed and governed by the By-Laws of the Corporation and the applicable General Corporate Laws of the State of Florida.

6) Make and enter into all contracts necessary and proper for the conduct of it's business.

7) a) Conduct business, have one or more offices in, and buy, hold, sell, mortgage, and convey or otherwise dispose of franchises in this State, and in the several States, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

b) Purchase the Corporate assets of any other corporations and engage in the same character of business.

c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any licenses or other rights or interest thereunder or therein.

d) Take, hold, sell and convey such properties as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

8) a) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of/or any bonds, securities, or other evidence of indebtedness created by or owned by any Corporation, public or closed, of this State or any

other State, or any foreign country, or domestic or foreign Government; while such owner of such stock or exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

b) Purchase, hold, sell, and transfer shares of it's own stock provided that no Corporation shall purchase any of it's own capital stock except from the surplus of it's assets over it's liabilities including capital. Shares of it's own capital stock, owned by the Corporation shall not be voted directly or indirectly or counted as outstanding for the purpose for any stockholders quorum or vote.

9) Do all and everything necessary and proper for the accomplishment of the objects enumerated in it's Certificate of Incorporation or necessary or incidental to the benefit and protection of the Corporation whether or not such business is similar in nature to the objects enumerated in this, it's Certificate of Incorporation.

10) a) Contract debts and borrow money at such rates of interest not to exceed the lawful rates of interest and upon such terms as it's Board of Directors may deem necessary or expedient, and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, whether secured or unsecured and execute such mortgages or other instruments upon or encumbering it's property or credit to secure payment of money borrowed or owing by it, as the occasion may require and the Board of Directors deem expedient.

b) Provision may be made in such instrument for the transferring of Corporate property of every kind and nature then belonging to or thereafter acquired by such Corporation as security for any bonds, notes, debentures or other evidences of indebtedness issued or debts or sum of money owing by said Corporation.

c) In case of sale of any property by virtue of any such instrument or foreclosure, the part acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to the Corporation executing the instrument or contracting the debt.

11) This Corporation has the power to make gifts for educational, scientific or charitable purpose. Said gifts and allowances to be determined by a majority of the Board of Directors, and only after the approval of the majority vote of the shareholders shall said gifts be allowed.

### **ARTICLE III**

In addition to the foregoing articles the said Corporation **CAMPBELL'S FISH AND CRUSTACEAN, INC.** shall have as it's principal business objective the **SALE OF FISH, CRAB, LOBSTER, SHRIMP AND ANY OTHER CRUSTACEAN.**

Said Corporation may engage in any and all types of associated or relative businesses and may pursue any and all business objectives in accordance with this Certificate of Incorporation, and in accordance with the laws of the State of Florida.

### **ARTICLE IV**

The total amount of capital stocks authorized by this Corporation herein, known as **CAMPBELL'S FISH AND CRUSTACEAN, INC.** shall be (10,000) Ten Thousand shares of par value stock. Each share of stock shall have one ( \$1.00) dollar par value, and all of the shares enumerated herein shall be preferred stock to have one (1) one vote per share held, wherein the total voting stock would be 10,000 shares constituting 10,000 votes.

#### ARTICLE V

This Corporation shall have perpetual existence.

#### ARTICLE VI

The Corporation herein shall begin business with capital in the amount of \$10,000.00 ( TEN THOUSAND DOLLARS U.S.) Said amount to be deposited in the Great Western Bank, *6860 Miramar Park Way*, for the sole purpose of beginning business under the name of **CAMPBELL'S FISH AND CRUSTACEAN INC.**  
*MIRAMAR Florida 33023*  
*1 800 782-8875.*

#### ARTICLE VII

This Corporation shall maintain it's principal place of business in Florida at 6780 SW Pembroke Road, Pembroke Pines, FL. 33023.

#### ARTICLE VIII

There shall be no less than one (1) Director but not more than seven (7) at all times who shall constitute the Board of Directors of said Corporation.

#### ARTICLE IX

The following named persons shall constitute the first Board of Directors of **CAMPBELL'S FISH AND CRUSTACEAN, INC.** and shall hold office for the first year of existence of said Corporation. These Directors shall hold office until a vote of the shareholders is held wherein their successors are elected and appointed and have qualified:

**CHRISTOPHER O. CAMPBELL**  
6780 SW Pembroke Road  
Pembroke Pines, FL. 33023

**ANNMARIE CAMPBELL**  
6780 SW Pembroke Road  
Pembroke Pines, FL. 33023

#### **ARTICLE X**

This Corporation shall have the power to incur any and all liabilities and debts in pursuance of it's corporate purpose. Said debts and liabilities shall be paid out of the corporate treasury upon the signature of **CHRISTOPHER O. CAMPBELL**. Only the President/Director shall have the privilege of instituting legal action, claim, settlement, release, satisfaction or discharge or other legal process without the advice and consent of the Board of Directors by and through a majority of the said Board. In the event that any officer other than the aforementioned carries or acts so as to incur liabilities without the advice and consent of the Board of Directors, said acts shall be as a nullity to said Corporation and the said Corporation shall not be liable and responsible therefore.

#### **ARTICLE XI**

The following named persons and their addresses herein appear as subscribers to these Articles of Incorporation:

**CHRISTOPHER O. CAMPBELL**  
6780 SW Pembroke Road  
Pembroke Pines, FL. 33023

**ANNMARIE CAMPBELL**  
6780 SW Pembroke Road  
Pembroke Pines, FL. 33023

## **ARTICLE XII**

The officers to conduct business and the affairs of this Corporation for the first year of operation and thereafter until a vote of the shareholders at their annual meeting shall be as follows:

**CHRISTOPHER O. CAMPBELL - PRESIDENT/DIRECTOR**

**ANNMARIE CAMPBELL - SECRETARY/DIRECTOR**

## **DESIGNATION OF RESIDENT AGENT FOR SERVICE OF PROCESS**

**AND RESIDENCE OF AGENT:** That the following named person is herein designated resident agent for service of process and by executing these Articles of Incorporation does herein accept said designation and his residence is set forth as follows:

**CHRISTOPHER O. CAMPBELL**  
6780 SW Pembroke Road  
Pembroke Pines, FL. 33023

## **ARTICLE XIII**

This Corporation's stock shall be voting stock, each share with a par value of one (\$1.00) dollar, U.S. (10,000) ten thousand shares to constitute the total outstanding capital stock which shall be distributed to the following named persons in the stated amounts:

<b>CHRISTOPHER O. CAMPBELL</b>	<b>5000 SHARES</b>
<b>ANNMARIE CAMPBELL</b>	<b>5000 SHARES</b>



#### **ARTICLE XIV**

Should any shareholder of the Corporation **CAMPBELL'S FISH AND CRUSTACEAN, INC.** desire to sell his or her Corporate stock, he or she may do so subject to the following conditions: Prior to selling any Corporate stock to any person not a shareholder in the Corporation he or she shall first offer his or her stock for sale to all remaining shareholders of the Corporation. Said offer shall be in writing, and shall be sent via U.S. mail, Certified, Return Receipt Requested. This offer shall state that it is made pursuant to this Article, and shall name the price, either market value, or book value, whichever is higher, at which said stock is offered. The stockholders receiving such an offer pursuant to this Article, may accept or reject the same, in writing, within ninety (90) days of the receipt of the offeror's written notice. Upon acceptance, the purchase price, as per the offer price, shall be deposited in the escrow with a bona fide title company or practicing attorney. In the event that the offeror does not receive written notice of the acceptance together with notice of the deposit of the purchase price in escrow, within ninety (90) days after said offer, the offeror shall be free to sell his or her stock for an amount equal to or greater than the price named in the written offer, and the offeror must find an individual desirous of purchasing said stock at the aforementioned price who shall be compatible with the unanimous approval of the shareholder selling his or her stock and the remaining shareholders, prior to a valid sale being effected. Each share of stock issued by the Corporation, shall bear the following legend: **THIS CORPORATION'S CERTIFICATES ARE SUBJECT TO A CHARTER RESTRICTION AND MAY NOT BE TRANSFERRED WITHOUT STRICT COMPLIANCE THEREWITH.**

In WITNESS WHEREOF the stock holders and subscribers have hereunto set  
their hands and seals this 29<sup>th</sup> day of JANUARY 1997.

  
CHRISTOPHER O. CAMPBELL

CO-INCORPORATOR

  
ANNMARIE CAMPBELL

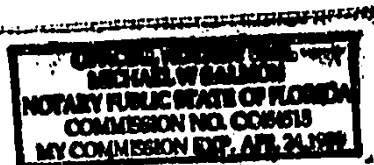
CO-INCORPORATOR

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97 FEB 10 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA, COUNTY OF BROWARD

I HEREBY CERTIFY that this day personally appeared before me an officer duly  
authorized to administer oaths and take acknowledgements, **CHRISTOPHER O. CAMPBELL**  
**AND ANNMARIE CAMPBELL**, each to me well known and known to be the persons who  
are described in the foregoing Articles of Incorporation and who signed the same, and each of  
them acknowledge to me that they executed the same freely and voluntarily for the purposes  
expressed therein.

WITNESS my hand and seal this 29<sup>th</sup> day of JANUARY 1997  
at 4935 SOUTH STATE ROAD 7  
DAVIE FL 33314



  
Notary Public, State of Florida