

P97000039860

TRANSMITTAL LETTER

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

SUBJECT:

J.B. Cigars, Inc.

(Proposed corporate name - must include suffix)

900002161849--2
-05/01/97--01059--016
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

J.B. Marshall

Name (Printed or typed)

PO 1061

Address

LOXAHATCHEE, FL. 33470-1061

City, State & Zip

561-312-5183

Daytime Telephone number

SECRET
TALLAHASSEE, FLORIDA

97 MAY -1 PM 3:19

FILED

NOTE: Please provide the original and one copy of the articles.

722 5/5/97

ARTICLES OF INCORPORATION OF

J.B. Cigars, Inc.

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract from a Corporation the Laws of the State of Florida.

ARTICLE I, NAME OF CORPORATION:

The name of the Corporation shall be,

J.B. Cigars, Inc.

ARTICLE II, GENERAL NATURE OF THE BUSINESS:

The general nature of the business and the object and purposes to be transacted and carried on are:

To conduct business in, have one or more officers in and buy, hold, mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, and licenses, in the State of Florida and in other countries to conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate properties, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the 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.

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ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 each per share. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

ARTICLE IV, INITIAL CAPITAL:

The number of shares with which this Corporation shall commence business is not less than 100 shares common stock and the amount of capital with which this Corporation shall commence business will not be less than \$ \$100.00 (one hundred dollars) 00 Dollars and 00 cents.

ARTICLE V, TERM:

The Corporation shall continue perpetually, unless sooner dissolved according to law.

ARTICLE VI, PRINCIPLE PLACE OF BUSINESS:

The initial place of business of said corporation in this State shall be 158-A Sparrow Dr. Royal Palm Beach, Fl. 33411.

But the Board of Directors may from time to time, move the principle place of the office to any other address in the state of Florida.

ARTICLE VII, DIRECTORS:

The business of the Corporation shall be conducted by a Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one (1). A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of Stockholders, and the several officers, as the case may provide for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLES VIII, FIRST BOARD OF DIRECTORS:

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

James B. Marshall 158- A Sparrow Dr. RPB, FL. 33411

Theresa E. Wilson 158- A Sparrow Dr. RPB, FL. 33411

ARTICLE IX, SUBSCRIBERS:

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the subscriber to the capital stock and the number of the shares subscribed for are as follows:

ARTICLES X, OFFICERS:

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

James B. Marshall (Director) 158-A Sparrow Dr. RPB, Fl. 33411

Theresa E. Wilson (Director) 158- A Sparrow Dr. RPB. Fl. 33411

ARTICLE XI, AMENDMENT:

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 the Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and the Stockholders sign a written statement manifesting their intention that certain amendments of these Articles of incorporated be made.

I, the undersigned, being the original subscriber to the capital stock and Articles of Incorporation, herein above named for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto, do make and file these Articles hereby declaring that the number of shares of stock herein above set forth, and have accordingly set my hand and seal on this 18th day of April 19 97.

James B. Marshall

, print or type name

INCORPORATOR

STATE OF FLORIDA COUNTY OF Palm Beach.

I, HEREBY CERTIFY THAT, On this day, before me, a notary public duly authorized in the State of Florida and County of Palm Beach to take acknowledgment, personally appeared James B. Marshall to me well known to be the person described as subscriber in and who executed these Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE THIS 13TH DAY OF APRIL 19 97.

seal

Penny L. Gable
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

my commission expires: AUG 21, 1999



PENNY L. GABLE
COMMISSION # CC 480441
EXPIRES AUG 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE SERVICE
WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.**

In pursuance of Chapter 48, 901, Section 607, 164 Florida Statutes, the following is submitted, in compliance with said act:

FIRST: J.B. Cigars, Inc.
desiring to be organized under the Laws of the State of Florida,
with the principle office, as indicated in these Articles of
Incorporation, in the city of Royal Palm Beach
County of Palm Beach, State of Florida,
has named: James B. Marshall
located at: 158-A Sparrow Dr. Royal Palm Beach , Fl. 33411

as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in these Articles, 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.

signature X

type name

James B. Marshall

**REGISTERED AGENT
INCORPORATOR**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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