

P97000040524  
TRANSMITTAL LETTER

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

400002166934--2  
-05/06/97--01033--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: WHOLE FOODS OF THE FLORIDA KEYS INC  
(Proposed corporate name - must include suffix)

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: LISA F. SMITH  
Name (Printed or typed)

30383 QUAIL ROOST TRAIL  
Address

BIG PINE KEY, FL 33412  
City, State & Zip

904 244-8345  
Daytime Telephone number

SECRET  
TALLAHASSEE, FLORIDA

97 MAY -5 AM 11:37

FILED

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

inc 5/11/97

## ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FILED  
97 MAY -5 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I NAME

The name of the corporation shall be:

WHOLE FOODS OF THE FLORIDA KEYS, INC.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

30383 QUAIL ROOST TRAIL  
BIG PINE KEY, FL 33043

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 SHARES

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

LISA F. SMITH  
30383 QUAIL ROOST TRAIL  
BIG PINE KEY, FL 33043

### ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

LISA F. SMITH  
30383 QUAIL ROOST TRAIL  
BIG PINE KEY, FL 33043

LFSmith  
Signature/Incorporator

1 May 1997  
Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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

LFSmith  
Signature/Registered Agent

1 May 1997  
Date

711FC 70000040525

April 30, 1997

**BOARD OF DIRECTORS**

**Officers**

Dr. Roy Phillips  
President  
Hosea Butler, Jr.  
Secretary  
Verbert C. Anderson  
Treasurer

**Members**

Cornelius E. Allen  
Reginald Clyne, Esq.  
T. Willard Fair  
John A. Hall  
Ken Mason  
Congresswoman Carrie P. Meek  
Garth C. Reeves  
Nell Robinson  
Dorothea Stewart  
David L. Wilson  
Elaine H. Black  
Executive Director

Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

700002166617--0  
-05/06/97--01012--009  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

**Re: Articles of Incorporation  
To Be Filed.**

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificates Designating Place of Business, and a money order for filing fees for the following:

No	Company Name	CK No.	Amount
1.	BYRD'S CAFE, INC.	3928	\$122.50
	<b>TOTAL</b>		<b>\$122.50</b>

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked certified copy of each document to the following:

Jeannette G. Andrews, Esq.  
Tools For Change  
6255 Northwest 7th Avenue  
Miami, Florida 33150

Thank you for your attention to this matter.

Sincerely,

  
Jeannette G. Andrews, Esq.

Encls.

**TOOLS FOR CHANGE**  
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

6255 NW 7th Avenue • Miami, FL 33150 • Telephone (305) 751-8934 • Facsimile (305) 751-1619

FILED  
97 MAY -6 AM 11:44  
MAY 1 1997

ARTICLES OF INCORPORATION

OF

BYRD'S CAFE, INC.

FILED  
97 MAY -6 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is BYRD'S CAFE, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is 1320 NW 14<sup>TH</sup> Street, Miami, FL 33125 and mailing address of Corporation is 2481 NW 139<sup>TH</sup> Street, Miami, FL 33054.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

#### ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

#### ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office, 2481 NW 139<sup>TH</sup> Street, Miami, FL, 33054, and the registered agent at that office is MARVIN BYRD.

#### ARTICLE VIII: INITIAL BOARD OF DIRECTOR

The Corporation shall have one (1) director constituting the initial Board of Director. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Director of the Corporation shall be comprised of:

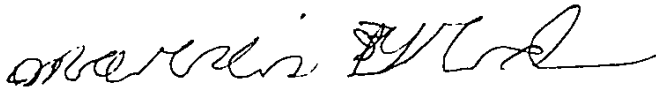
MARVIN BYRD  
2481 NW 139<sup>TH</sup> Street  
Miami, FL 33054

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

MARVIN BYRD  
2481 NW 139<sup>TH</sup> Street  
Miami, FL 33054

IN WITNESS WHEREOF, I, MARVIN BYRD, the undersigned incorporator, have signed these Articles of Incorporation on this 17<sup>th</sup> day of April, 1997, and acknowledged the same to be my act.



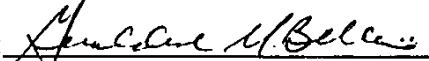
MARVIN BYRD

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 17 day of April, 1997 by MARVIN BYRD, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a STATE OF FLORIDA IDENTIFICATION as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Geraldine M. Belle

STATE OF FLORIDA AT LARGE



Geraldine Mathis Belle  
My Commission CC677001  
Expires Aug. 15, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

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Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That BYRD'S CAFE, INC., desiring to organize under the laws of the State of Florida with its principal office 1320 NW 14<sup>th</sup> STREET, as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named MARVIN BYRD, at 2481 NW 139<sup>TH</sup> STREET, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

BY: *Marvin Byrd*

MARVIN BYRD

DATE: *April 17, 1997*

FILED  
97 MAY -6 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA