

097000043107



ACCOUNT NO. : 072100000032

REFERENCE : 389915 7120654

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 122.50

ORDER DATE : May 14, 1997

ORDER TIME : 7:57 AM

ORDER NO. : 389915-005

300002177783--1

CUSTOMER NO: 7120654

CUSTOMER: Mr. Benjamin Grafton  
GREEN THUMB, ENTERPRIZE INC.

8820 S.w. 19th Street

Miami, FL 33165

DOMESTIC FILING

NAME: DINO BELLA & COMPANY

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

505  
W97-11181

*f 5/15/97*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 14 PM 10:00  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 15 AM 9:59

May 14, 1997

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: DINO BELLA & COMPANY  
Ref. Number: W97000011181

We have received your document for DINO BELLA & COMPANY and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 297A00025826

**RESUBMIT**

Please give original  
submission date as file date.

RECEIVED  
97 MAY 15 AM 9:59

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 11 AM 10:15

## ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME:** The Name of the Corporation is:

**DINO BELLA & COMPANY, INC.**

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the Laws of the United States, and Florida.

4. **CAPITAL STOCK:** The Corporation is authorized to issue 50,000 shares of authorized stock at 0.01 par value.

5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office are as follows:

**REGISTERED AGENT:**

**BENJAMIN B. GRAFTON JR.**

**INITIAL OFFICE ADDRESS:**

**8820 SW 19 STREET  
MIAMI, FLORIDA 33165**

6. **INITIAL BOARD OF DIRECTORS:** This corporation shall have 1 director initially. The number of director(s) may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

**The name and address of the initial director(s) of this corporation are:**

**DIRECTOR**

**BENJAMIN GRAFTON JR.  
8820 SW 19 STREET  
MIAMI, FLORIDA 33165**

**7. INCORPORATORS:** The name and address of the Incorporator signing these Articles of Incorporation are:

**DIRECTOR**

**BENJAMIN B. GRAFTON JR.  
8820 SW 19 STREET  
MIAMI, FLORIDA 33165**

**8. BYLAW AMENDMENT:** The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

**9. INDEMNIFICATION:** The corporation shall indemnify any officer or director or any former director, to the full extent permitted by law.

**10. INFORMAL ACTION OF DIRECTORS:** If all Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the evidence their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

**11. AMENDMENT OF ARTICLES:** 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 shareholders is subject to this reservation.

**12. DIRECTOR'S AUTHORITY TO FIX COMPENSATION:** Directors shall have authority to fix compensation unless otherwise provided in Articles of Incorporation or Bylaws. FS 607.111.

**13. PRE - EMPTIVE RIGHTS:** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of notice in writing from the corporation, stating the price, terms, and conditions of the issue of the shares, and inviting him to exercise his pre-emptive rights. This right may be waived by affirmative written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt of notice from the corporation.

**14. DIRECTOR CONFLICT OF INTEREST:**

A. No contract or other transaction between the corporation and one or more of its directors, or between another entity, in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.

1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transaction by vote sufficient for such purpose without counting the vote of such interested director or directors;

2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote therein, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a Committee or the shareholders.

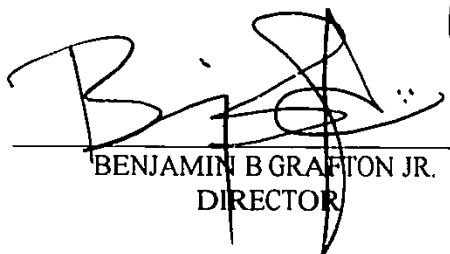
B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which approves such contract or transaction.

**15. MEETING BY CONFERENCE TELEPHONE:** Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided bylaw, but regular meetings of the Board of Directors must be attended in fact in person by each director.

**16. PRINCIPLE PLACE OF BUSINESS:** The corporation's principle place of business is:

**8820 SW. 19 ST.  
MIAMI, FL.33165**

**IN WITNESS WHEREOF,** the undersigned Incorporator have executed these Articles of Incorporation this 6 day of MAY, 1997.

  
\_\_\_\_\_  
BENJAMIN B GRAFTON JR.  
DIRECTOR

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
27 MAY 1997

CERTIFICATE DESIGNATED REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THE STATE  
OF FLORIDA, NAMING THE REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED

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In compliance with section 48.091 and 607.034, Florida statutes (1979), the following is submitted.

1. That DINO BELLA & COMPANY, INC. desiring to qualify under the laws of the State of Florida, with its principal place of business at 8820 SW. 19 STREET, MIAMI, FLORIDA 33165 and appointed BENJAMIN B. GRAFTON JR. as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept services of process for the above named corporation at the place designated above,

I DO HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 6 day of MAY, 1997.

  
REGISTERED AGENT - DIRECTOR  
BENJAMIN B. GRAFTON JR