

PERKINS, ANTON & KRAEMER
 Requestor's Name
 Office Box 11179
 Address
 Tallahassee, Florida 32302 222-1055
 City/State/Zip Phone#

59292

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. HEALTHY BEAR, INC. 600002332936--5
 (Corporation Name) (Document #)
 07/08/97 01046-033
 *****70.00 *****70.00
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time When Ready ☐ Certified Copy
☐ Mail out ☐ Will Wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
xxx	Other - Articles of Inc.

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATIONS	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

57 JUL -9 7:11:35
 DIVISION OF CORPORATIONS

Examiner's Initials

ARTICLES OF INCORPORATION

OF

HEALTHY BEAR, INC.

ARTICLE I. NAME

The name of this corporation shall be Healthy Bear, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America; however, such activities are confined exclusively to the operation of Smoothie King franchises.

ARTICLE IV. CAPITAL STOCK; RESTRICTION ON TRANSFER

This corporation shall have the authority to issue Ten Thousand (10,000) par value shares of common capital stock. The issuance and transfer of shares is subject to the terms of any outstanding Franchise Agreement with Smoothie King Franchises, Inc.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one or more. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are Stephen M. McLaughlin, 145 Indian Bayou Drive, Destin, FL 32541 and Mary K. Kraemer, 145 Indian Bayou Drive, Destin, FL 32541.

ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be: 145 Indian Bayou Drive, Destin, FL 32541 and the name and address of this corporation's initial registered agent shall be: Mary K. Kraemer, 727 Highway 98 East, Destin, FL 32541.

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is Mary K. Kraemer, 145 Indian Bayou Drive, Destin, FL 32541.

ARTICLE X.

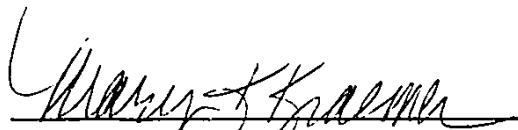
Pursuant to Subsection 607.0901(5), Florida Statutes, the Affiliated Transactions provision contained in Section 607.0901, Florida Statutes, shall not apply nor have any application to this corporation.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.


Mary K. Kraemer - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of
Healthy Bear, Inc. I hereby state that I am familiar with and accept the duties and responsibilities
as registered agent for Healthy Bear, Inc.


Mary K. Kraemer - Registered Agent

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STATE
TALLAHASSEE FLORIDA