

9900064959

LAZARUS CORPORATION INC.
 Registered Agent
 890 S.W. 8th Avenue, Suite 1100
 Address
 MIAMI, FLORIDA 33174 (305) 552-5973
 City/State/Zip Phone #
 LOCAL REPRESENTATIVE TALLAHASSEE

000002247560--2
 -07/25/97--01028--017
 ****122.50 ****122.50
 Office Use Only

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

1. AMPY BAKERY CORP.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

2551
 W97-17213

RECEIVED
 97 JUL 25 PM 10:54
 DIVISION OF CORPORATION

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 25, 1997

LAZARUS CORPORATE INDUSTRIES INC.
890 S.W. 87 AVENUE #16
MIAMI, FL 33174

SUBJECT: AMPY BAKERY CORP.
Ref. Number: W97000017213

We have received your document for AMPY BAKERY CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 097A00037789

97 JUL 29 4:11:57
JUL 29 1997
DIVISION OF CORPORATIONS

ARTICLE OF INCORPORATION

OF

AMPY BAKERY CORP.

97 JUL 28 PM 1:00
SECRET
ITALIAN

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation.

ARTICLE I

NAME

The name of this Corporation shall be:

AMPY BAKERY CORP.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all the things herein mentioned, as fully and to same extent as natural persons might or could do, viz:

a) to import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, ~~improvement~~, development and construction of land and buildings belonging to or to be acquired by this company, or any person, firm or corporation.

b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade real and personal property of every kind and description.

c) To subscribe for, purchase, invest in, hold, own assign, pledge and otherwise dispose of shares of capital stock bonds, mortgages, debentures, notes and other securities, obligations,

PAGE # 2

contracts and evidence of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise with respect to any such shares of stock, bonds and other securities, and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the corporation, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the corporation.

d) To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the corporation or otherwise.

e) To borrow money and contract debts when necessary in the purchase or acquisition or real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other disposition or bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

f) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

g) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions, and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

h) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker, or factor all forms of securities, including stocks, bonds,

PAGE # 3

debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates evidencing shares of or interest in common law trusts and trust estates or associations, certifications of trust, beneficial interests in trust, mortgages, contracts and other instruments, securities and rights to investigate and report with respects to, and to undertake, carry on, aid, assist or participate in the organization liquidation or reorganization of initial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, association and corporations; to institute, participate in or promote commercial, mercantile financial industrial enterprises and operations.

i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to enter contracts for any such advertising and to make and carry out contracts of every kind and nature as may be conducive to the accomplishment of any purpose of the Corporation.

j) To do any and all things, and everything necessary for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary to the protection and benefit of the Corporation and in general to carry on any lawful business necessarily incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the object set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the States of Florida are hereby included.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be one hundred fifty shares (150) no par value, common stock. Stock shall have full voting rights, pre-emptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: This stock may not be transferred on the books of this corporation, without first giving the right of purchases for TEN (10) DAYS to the corporation at the book value of the stock, and thereafter for FIVE (5) DAYS to any stockholders of record at the

PAGE # 4

same price and terms of any bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property, real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at: 4665 N.W. 199th Street Carol City, Florida 33055 with the privilege of having branch office at other places within or without the State of Florida.

ARTICLE V

NUMBER OF DIRECTORS

The number of Directors of this corporation shall be not less than three (3) no more than (10) ten.

ARTICLE VI

REGISTERED AGENT AND OFFICE

The Registered Agent of the Corporation shall be: **AMPARO B. GARCIA**
and the Registered Office shall be located at : 4665 N.W. 199th Street Carol City Florida 33055.
Having been named as a registered agent and to accept the service.


Registered Agent. (Signature)

ARTICLE VII

DIRECTORS

The names and post office addresses of the first Board of Directors of the Corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME:

ADDRESS

**AMPARO B. GARCIA
HERIBERTO CEPERO**

**1311 S.W. 93 Rd. Court Miami, Florida 33174
1151 W. 28 Street Apt. # 2 Hialeah, Florida 33010**

97 JUL 28 PM 1:00

PAGE # 5

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------|---|
| ARMANDO DIAZ | 1151 W. 28 Street Apt. # 2 Hialeah, Florida 33010 |

ARTICLE VIII

SUBSCRIBERS

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|---|
| AMPARO B. GARCIA | 1311 S. W. 93 Rd. Court Miami, Florida 33174 |
| HERIBERTO CEPERO | 1151 W. 28 Street Apt. 2 Hialeah, Florida 33010 |
| ARMANDO DIAZ | 1151 W. 28 Street Apt. # 2 Hialeah, Florida 33010 |

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate by-laws, so long as same does not conflict with the Florida Statutes.

The directors of this corporation shall have the power to make or amend the By-Laws, to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the Corporate debts to any extent whatsoever. The Corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the Corporation.

ARTICLE X

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

PAGE # 6


The original incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscription of stock as set forth in Article X hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of said assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights liabilities and duties entitled by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

IN WITNESS WHEREOF, "we" the undersigned, being each of the original subscribers to the capital stock herein above named, for the purpose of forming a corporation to do business within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectfully agree to take the number of shares hereinabove set forth and hereunto set our hand seals, this 19th day of July 1997.

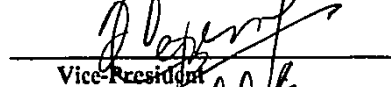
SUBSCRIBERS:

NAME

AMPARO B. GARCIA

 (SEAL)
President

HERIBERTO CEPERO

 (SEAL)
Vice-President

ARMANDO DIAZ

 (SEAL)
Secretary & Treasurer

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority authority personally appeared Amparo B. Garcia, President, Heriberto Cepero, Vice-President and Armando Diaz Secretary and Treasurer who are known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and who, after being by me first duly sworn, under oath, depose and say and do acknowledge before me, that the said Articles are to be the act and deed of the signers respectively and respectfully, and the facts and matters therein set forth are true and correct.

Amparo B. Garcia
Amparo B. Garcia President

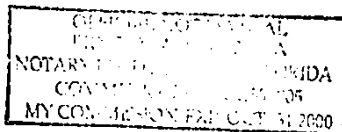
Heriberto Cepero
Heriberto Cepero, Vice President.

Armando Diaz
Armando Diaz, Secretary & Treasurer

WITNESS my hand and official seal at Miami, Dade County Florida, This 19th day of July, 1997.

[Signature]
Notary Public, State of Florida at Large.

My commission expires:



P97000064960

JOSEPH A. MORRISON
ATTORNEY AT LAW

3500 SOUTH FLORIDA AVENUE - SUITE 3
LAKELAND, FLORIDA 33803

TELEPHONE (941) 644-3399
FAX (941) 644-2921

July 22, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

EFFECTIVE DATE
7-22-97

RE: NANCE'S FLOORING, INC.

000002248340--8
-07/25/97--01110--003
***122.50 ***122.50

Dear Sir/Madam:

I am enclosing the original and one copy of proposed Articles of Incorporation for the above corporation, together with a certificate designating resident agent. Please approve and file the originals and return a certified copy to me.

Also enclosed is my check payable to you for your charges as follows:

| | |
|---------------------|--------------|
| Filing Fee | \$ 35.00 |
| Certified Copy | 52.50 |
| Registered | |
| Agent's Designation | <u>35.00</u> |
| Total: | \$122.50 |

Please let me know if anything further is required.

Sincerely,

Joseph A. Morrison

FILED
97 JUL 25 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAM/kp

Enclosures

cc: Craig Nance and Sharon Nance

mc 7/28/97

EFFECTIVE DATE
7-22-97

ARTICLES OF INCORPORATION
OF
NANCE'S FLOORING, INC.

FILED

97 JUL 25 PM 1:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, who is natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: NANCE'S FLOORING, INC.

**ARTICLE II. PERMITTED BUSINESSES
AND ACTIVITIES**

This corporation may engage in any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

- (a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of 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 corporation 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 interests thereunder or therein.
- (d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness of liability to it.

(e) 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 evidences of indebtedness created by any other corporation of this state 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.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

(k) Enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of Common Stock, having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. TERM OF EXISTENCE

The existence of this corporation is to begin upon the date of subscription of these Articles and shall continue perpetually thereafter.

ARTICLE V. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the corporation in the State of Florida is 700 Avenue K, S.W., Winter Haven, Florida 33880. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 3500 South Florida Avenue, Suite 3, Lakeland, Florida 33803, and the name of the corporation's initial registered agent at that address is Joseph A. Morrison. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, and in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE IX. ORIGINAL DIRECTORS

The name and address of each member of the first Board of Directors are:

| <u>Name</u> | <u>Address</u> |
|-----------------|--|
| Craig N. Nance | 4573 Mt. View Drive, Lakeland, Florida 33813 |
| Sharon A. Nance | 4573 Mt. View Drive, Lakeland, Florida 33813 |

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

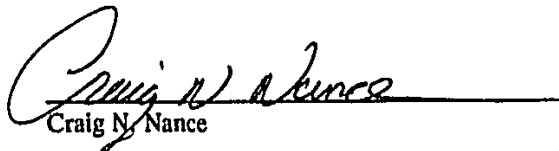
ARTICLE X. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation and his initial ownership interest is:

| <u>Name</u> | <u>Address</u> | <u>Initial Percentage Ownership</u> |
|----------------|--|---|
| Craig N. Nance | 4573 Mt. View Drive, Lakeland, Florida 33813 | 100% |

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors.


Craig N. Nance

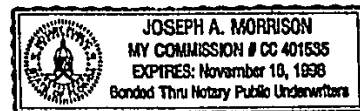
STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared Craig N. Nance, who provided personally known as identification, or who is personally known to me to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and Craig N. Nance, acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 22nd day of July, 1997.

Joseph A. Morrison
Notary Public

My commission expires:
(affix notarial seal)



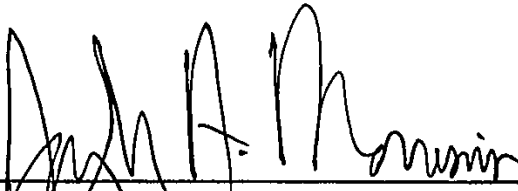
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance
with said Act:

That NANCE'S FLOORING, INC., desiring to organize under the laws of the State of
Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Winter Haven,
County of Polk, State of Florida, has named Joseph A. Morrison, Esq. located at 3500 South Florida Avenue,
Suite 3, Lakeland, Florida 33803, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place
designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of
said act relative to keeping open said office.



Joseph A. Morrison,
Registered Agent

FILED
97 JUL 25 PM 1:05
TALLAHASSEE, FLORIDA