

P97000082363

TRANSMITTAL LETTER

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

SUBJECT: JOE'S WORLD DELI EAST GATE, INC
(Proposed corporate name - must include suffix)

500002299045--6
-09/22/97--01041--006
*****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:

JOSEPH C. CARTENUTO

Name (printed or typed)

113 EDGE AVE

Address

NICEVILLE, FL 32578

City, State & Zip

850-678-8561

Daytime Telephone number

FILED
97 SEP 22 PM 2:44
TALLAHASSEE, FLORIDA
STATE

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

2012
9/23/97

**ARTICLES OF INCORPORATION
of
JOE'S WORLD DELI - EAST GATE, Inc.**

FILED
97 SEP 22 PM 2:44
SECRET
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of this corporation is Joe's World Deli - East Gate, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business will be located at 481 West John Sims Parkway, Valparaiso, FL 32580.

The mailing address of this corporation will be 113 Edge Avenue, Niceville, FL 32578.

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Joseph C. Cartenuto
113 Edge Avenue
Okaloosa County
Niceville, FL 32578

**ARTICLE V
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Joseph C. Cartenuto
113 Edge Avenue
Niceville, FL 32578

Gordon L. Brewer
101 Drew Court
Niceville, FL 32578

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

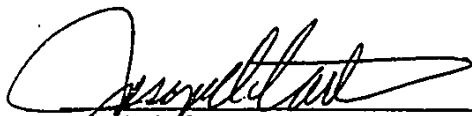
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within sixty (60) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the sixty (60) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

The undersigned incorporators certify that we have read the above Articles of Incorporation and that they are true and correct to the best of our knowledge. The undersigned incorporators have executed these Articles of Incorporation this 15th day of September, 1997.



Joseph C. Cartenuto
113 Edge Avenue
Niceville, FL 32578



Gordon L. Brewer
101 Drew Court
Niceville, FL 32578

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.050, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Joe's World-Deli East Gate, Inc.
2. The name and address of the registered agent and office is:

Joseph C. Cartenuto
113 Edge Avenue
Niceville, FL 32578-2430

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.


JOSEPH C. CARTENUTO

SEP 15, 97
Date

FILED
97 SEP 22 PM 2:46
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TALLAHASSEE, FLORIDA