

P98000023686

TRANSMITTAL LETTER

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

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-02/27/98-01028-015
****1 ****122.50

LUBRANO'S
SUBJECT: 1 A+P Association, 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 12 PM 3:22

FILED

FROM:

Mary Carotenuto, Esq.
Name (printed or typed)

3000 Gulf to Bay Blvd, Suite 206
Address

Clearwater, FL 33759
City, State & Zip

(813) 725-0270
Daytime Telephone number

~~498-4470~~
NOTE: Please provide the original and one copy of the articles.

98 3-12-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 2, 1998

MARY CAROTEHUTO
3000 GULF TO BAY BLVD., STE. 206
CLEARWATER, FL 33759

SUBJECT: A & P ASSOCIATION, INC.
Ref. Number: W98000004490

We have received your document for A & P ASSOCIATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6878.

John Nedeau
Document Specialist

Letter Number: 798A00011314

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98 MAR 12 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

LUBRANO'S A & P ASSOCIATION, INC.

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be ^{LUBRANO'S} A & P ASSOCIATION, INC., and it's business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and it's principal place of business shall be 1700 South Tamiami, Sarasota, FL 34239 and the mailing address shall be 2632 Briar Oak Circle, Sarasota, FL 34232 or such other place as from time to time is designated.

ARTICLE II - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida. This corporation shall be able to do every other act or thing incidental or pertinent to or growing out of or connected with its purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares that may be issued by the corporation is 7500 shares of common stock, with a par value of one dollar per share, which stock may be issued in fractional shares and may be in whole or in part cancelled and reissued at any time in compliance with the By-Laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE IV - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE V - OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than one members who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-Laws, Shareholder's Agreement, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The names and addresses of the initial

officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

Angelo Lubrano Director/President/Treasurer
2632 Briar Oak Circle
Sarasota, FL 34232

Annamaria Lubrano Director/Vice President/Secretary
2632 Briar Oak Circle
Sarasota, FL 34232

ARTICLE VI - INCORPORATORS

The names and addresses of the incorporator to these Articles is as follows:

Angelo Lubrano
2632 Briar Oak Circle
Sarasota, FL 34232

ARTICLE VII - BY-LAWS

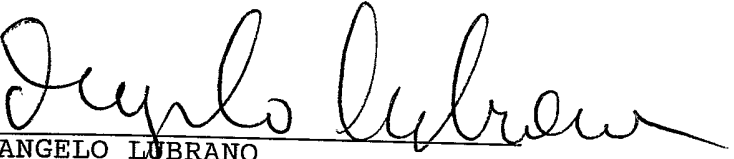
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

ARTICLE VIII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and set my hand and seal this 23rd day of

February, 1998.


ANGELO LUBRANO


CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to Florida Statutes, the following is submitted in compliance with said act:

That ^{LUBRANO'S} A & P ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles of Incorporation at the City of Sarasota, County of Sarasota, State of Florida, have named Angelo Lubrano at 1700 South Tamiami, City of Sarasota, County of Sarasota, State of Florida as its registered agent to accept service of process within this State.

ACCEPTANCE

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


ANGELO LUBRANO

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TALLAHASSEE, FLORIDA