

P980000586661



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 877191 121501A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 1, 1998

ORDER TIME : 11:19 AM

ORDER NO. : 877191-005

CUSTOMER NO: 121501A

CUSTOMER: C. Holt Smith, Iii, Esq  
C. HOLT SMITH, III, ESQ

Suite 3301  
1 Independent Drive  
Jacksonville, FL 32202

800002577698-1-9  
-07/01/98--01062--025  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: J&H ICE CREAM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL - 1 PM 1:25

RECEIVED  
98 JUL - 1 PM 12:11  
DIVISION OF CORPORATIONS  
7/1/98

EFFECTIVE DATE

6/29/98

**ARTICLES OF INCORPORATION**

of

**J&H ICE CREAM, INC.**  
(a corporation)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL -1 PM 1:25

Executed by the undersigned for the purposes of forming a Florida Corporation under Chapter 607, Florida Statutes (1997):

**ARTICLE I. NAME AND ADDRESS**

The name and address of the corporation is:

**J&H ICE CREAM, INC.**  
**278 Seminole Road**  
**Atlantic Beach, Florida 32233**

**ARTICLE II. DURATION AND COMMENCEMENT**

This corporation shall exist perpetually and shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE III. PURPOSES**

This corporation is organized for the following purposes:

1. To operate an ice cream sales and concession business.
2. To hire and/or train personnel to carry out these purposes.
3. To rent, lease, purchase and/or own facilities and equipment which are sufficient for the conduct and/or operation of the purposes of the corporation.
4. To transact any and all lawful business for which corporations may be incorporated or organized under the laws of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of Five Dollar (\$5.00) per share par value common stock which shall be designated common shares, all of which shall be the same class.

## **ARTICLE V. VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of this corporation. The holder of each outstanding common share shall be entitled to one (1) vote per share unless otherwise provided in the By-Laws.

## **ARTICLE VI. MANAGEMENT**

The business of this corporation shall be managed by a Board of Directors chosen by the Shareholders or the Shareholders may elect to have the corporation managed by the Shareholders acting as Directors, in which case the terms shall be used interchangeably herein, pursuant to Chapter 607, Florida Statutes (1997).

## **ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial Registered Agent of this corporation is One Independent Drive, Suite 3301, Jacksonville, Florida 32202, and the name of the initial Registered Agent of this corporation at that address is **C. HOLT SMITH, III.**

## **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) Directors initially, the number of which may be increased or decreased from time to time according to the By-Laws of this corporation, but shall never be less than three (3) Directors. The names and addresses of the initial Directors of this corporation are:

Murat J. Ergisi	278 Seminole Road Atlantic Beach, Florida 32233
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David M. Ergisi	278 Seminole Road Atlantic Beach, Florida 32233
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James Harris	278 Seminole Road Atlantic Beach, Florida 32233
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## **ARTICLE IX. INCORPORATOR**

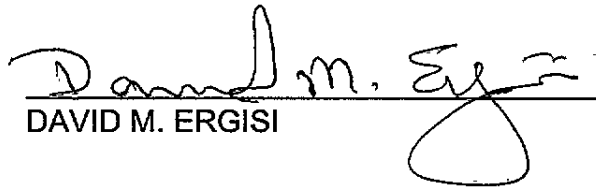
The name and address of the person signing these Articles of Incorporation is:

Daivd M. Ergisi	278 Seminole Road Atlantic Beach, Florida 32233
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**ARTICLE X. AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned subscribing Incorporator has hereunto set her hand and seal this 29 day June, 1998 for the purpose of forming this corporation under the laws of the State of Florida.

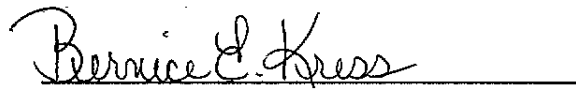
  
DAVID M. ERGISI

STATE OF FLORIDA  
COUNTY OF DUVAL

**I HEREBY CERTIFY** that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared **DAVID M. ERGISI**, who executed the foregoing instrument as Incorporator of **J&H ICE CREAM, INC.**, a corporation named herein, and acknowledged before me that he executed the same as such Incorporator, in the name of and on behalf of the said corporation. She is personally known to me ☒ or have produced \_\_\_\_\_ as identification and did (did not) take an oath.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, this 29th day of June, 1998.

(SEAL)

  
Notary Public  
My Commission Expires:

\_\_\_\_\_  
Typed/printed name of Notary



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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL -1 PM 1:25

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

First, that **J&H Ice Cream, Inc.**, desiring to organize or qualify under the laws of the  
State of Florida, with its principal place of business at the City of Jacksonville, State of  
Florida, has named C. HOLT SMITH, III, located at One Independent Drive, Suite 3301,  
City of Jacksonville, State of Florida, 32202, as its Agent to accept service of process  
within Florida.

**J&H Ice Cream, Inc.**

By: David M. Ergisi  
DAVID ERGISI, Vice President/Director

DATED: June 29, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

C. Holt Smith, III  
C. HOLT SMITH, III  
Registered Agent

DATED: June 29, 1998