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FLORIDA PROFIT/NON PROFIT CORPORATION

Fish Tale Restaurant, Inc. - Waterfront Dining, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

**ARTICLES OF INCORPORATION  
OF  
FISH TALE WATERFRONT DINING, INC.**

The undersigned acting as incorporator of a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607, hereby sets forth and declares:

**CHARTER**

**ARTICLE I  
NAME**

The name of the corporation shall be **Fish Tale Waterfront Dining, Inc.**

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place for the transaction of the Corporation business shall be 7225 Estero Boulevard, City of Fort Myers Beach, County of Lee, in the State of Florida, 33931, and the mailing address shall be the same. That said Corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the Corporation may, by resolution, designate.

**ARTICLE III  
PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV  
TERM OF EXISTENCE**

The existence of the Corporation shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and shall continue thereafter in perpetuity until dissolved as provided by law.

**ARTICLE V  
AUTHORIZED SHARES**

The aggregate number of shares the Corporation shall have authority to issue shall be 100 shares. The shares of the Corporation shall not be divided into classes. There shall be only one class of stock. The Corporation is not authorized to issue shares in series.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**ARTICLE X**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 2390 Tamiami Trail North, Suite 204, Naples Florida 34103 and the name of the initial Registered Agent of this Corporation at that address is Charles M. Kelly Jr.

**ARTICLE XI**  
**BYLAWS**

The initial Bylaws of this Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any Bylaw adopted by the Directors. The Directors may not alter, amend or repeal any Bylaw adopted by the Shareholders, nor may the Directors adopt Bylaws which would be in conflict with the Bylaws adopted by the Shareholders.

**ARTICLE XII**  
**NOTICE**

Any shareholder present at any meeting, either in person, or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

**ARTICLE XIII**  
**INDEMNIFICATION**

Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit, or proceeding in which he may be involved or to which he may be made a party by reason of his being, or having been, a director or officer of the Corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such Officer or Director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors, and administrators of any such Director or Officer.

**ARTICLE XIV**  
**RELATED TRANSACTIONS**

A Director or Officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any Director or Officer, or any firm of which any Director or Officer is a member, or any Corporation of which any Director or Officer is a Shareholder, Officer, or Director, is in any way interested in such

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transaction or contract, provided that such transaction or contract is, or shall be, authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested, or member of a firm so interested, or a Shareholder, Officer, or Director of a Corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the Corporation entitled to vote, nor shall any Director or Officer be liable to account to the Corporation for any profits realized by, or from, or through, any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any Corporation of which he is a Shareholder, Officer, or Director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

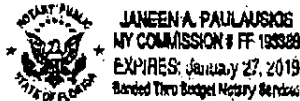
IN WITNESS WHEREOF, I, Alva E. Durrett, Jr., the undersigned being the incorporator of the Corporation for the purpose of forming a corporation under the laws of the State of Florida does make, subscribe, acknowledge, and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal this 5<sup>th</sup> day of July, 2017.

Alva E. Durrett, Jr.  
Alva E. Durrett, Jr.

STATE OF FLORIDA        )  
COUNTY OF LEE         )

I HEREBY CERTIFY that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Alva E. Durrett, Jr., is personally known to me [ ] or [ ] produced \_\_\_\_\_ as identification and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 5<sup>th</sup> day of July, 2017.



Janeen Paulauskis  
Notary Public  
My Commission No.: FF 193388  
My Commission Expires: January 27, 2019

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

First -- That Fish Tale Waterfront Dining, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Fort Myers Beach, County of Lee, State of Florida, has named Charles M. Kelly Jr. located at 2390 Tamiami Trail North, Suite 204, Naples Florida 34103, 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.

By:   
Charles M. Kelly Jr, Registered Agent

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