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01 MAY 24 AM 11:00

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

May, 22 2001

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

**Re: Filing Articles of Incorporation**

Dear Sir/Madam:

Please find enclosed Articles of Incorporation of Chicken Kitchen Franchise Association, INC and a check for \$78.75 for filing of these Articles. If you have any questions, please feel free to contact me.

Very truly yours,



Megan McDermott  
Paralegal

**ZARCO & PARDO, P.A.**

INTERNATIONAL PLACE  
100 SOUTHEAST 2ND STREET  
27TH FLOOR  
MIAMI, FLORIDA 33131

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**ARTICLES OF INCORPORATION**  
**OF**  
**CHICKEN KITCHEN FRANCHISE ASSOCIATION, INC.**

**ARTICLE I**

The name of the nonprofit corporation shall be CHICKEN KITCHEN FRANCHISE ASSOCIATION, INC.

**ARTICLE II**

The principal place of business and mailing address of this corporation shall be 13341 S.W. 107<sup>th</sup> Avenue, Miami, Florida 33176.

**ARTICLE III**

The corporation is a non-profit corporation and is organized as an association of persons having the common business interest of being franchisees of Chicken Kitchen, Inc.; for the sole purpose of promoting the common business interests of the membership; and to engage in any lawful business activity directly related in furtherance of the above, to the extent that such activities are in accordance with the Florida Non-Profit Corporation Code and IRS Code Section 501(c)(6).

**ARTICLE IV**

The Board of Directors shall be chosen by a simple majority vote of the franchisee members. The initial temporary board of directors shall consist of three (3) members, with the names and address of each as follows:

- 1) Jesus Vazquez  
13341 S.W. 107<sup>th</sup> Avenue  
Miami, Florida 33176
- 2) Martin Luytjes  
842 S.E. 1<sup>st</sup> Avenue  
Miami, Florida 33131
- 3) Paola Ortiz  
12792 S.W. 45<sup>th</sup> Terrace  
Miami, Florida 33175

The three (3) initial temporary directors appointed from among the franchisees shall serve ninety (90) day terms from the date of incorporation. At the expiration of the initial temporary ninety (90) day term, a general election of the membership shall be held to appoint permanent directors,

who will each serve one (1) year terms.

The Directors shall have absolute power to operate the association and fulfill its purpose within the scope described above.

The Directors shall be entitled to reimbursement of actual reasonable expenses incurred during the performance of their duties. However, the Directors shall not be entitled to receive any compensation for their services to the Organization.

**ARTICLE V**

The street address and county of the corporation's initial registered office is 100 S.E. Second St., Suite 2700, Miami, Florida 33131; and the initial registered agent at that office is Robert Zarco, Esq.

**ARTICLE VI**

The name and address of the incorporator is Jesus Vazquez, 13341 S.W. 107<sup>th</sup> Avenue, Miami, Florida 33176.

**ARTICLE VII**

The initial officers of the corporation are as follows:

President	Jesus Vazquez
Secretary	Martin Luytjes
Treasurer	Paola Ortiz

The officers shall have full power afforded them by the Board of Directors in accordance with the Florida Non-Profit Corporation Code.

**ARTICLE VIII**

The corporation is organized pursuant to the provisions of the Florida Non-Profit Corporation Code within the meaning of the Internal Revenue Code Section 501(c)(6).

**ARTICLE IX**

The corporation shall have perpetual duration.

**ARTICLE X**

Membership in the Organization is open to all Chicken Kitchen franchisees of Chicken

Kitchen, Inc., who own Chicken Kitchen franchises in Florida and choose to become members, except for the operators of those shop locations that are owned by, or affiliated with, Chicken Kitchen, Inc. Any member of Chicken Kitchen Franchise Association, Inc. who, for whatever reason, loses his/her standing as a franchisee but wishes to continue his/her membership, may do so upon application and approval of the Board of Directors.

Members may terminate their membership upon thirty (30) days written notice to the Board of Directors.

Individual membership may be terminated by the Board of Directors for violations as more fully set forth in the By-Laws of the corporation.

Members shall have the right to elect the directors of the corporation. Each member shall be entitled to one (1) vote per operating shop in the election of directors of the corporation.

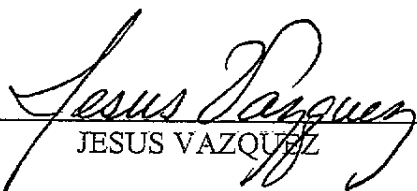
**ARTICLE XI**

The annual meeting of the corporation shall be held at such time as designated by the Board of Directors.

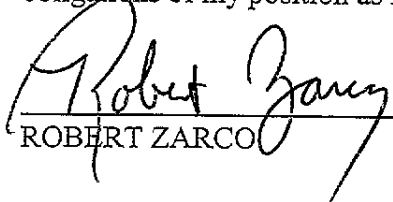
**ARTICLE XII**

The assets of the corporation are solely dedicated to the advancement of the activities enumerated above and any distribution of such assets must be in a manner prescribed by the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of May, 2001.

  
\_\_\_\_\_  
JESUS VAZQUEZ

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.

  
\_\_\_\_\_  
ROBERT ZARCO

5/14/01  
\_\_\_\_\_  
DATE

01 MAY 24 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED