

PO000009983  
TRANSMITTAL LETTER

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

SUBJECT: Roti Shack, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

900003436089--2  
-10/24/00--01013--009  
\*\*\*\*\*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 of Status

\$78.75  
Filing Fee  
& Certified Copy  
  
 \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status  
**ADDITIONAL COPY REQUIRED**

FROM: Theresa Crutchfield  
Name (Printed or typed)

4260 Rocky Ridge Place  
Address

Sanford, FL 32773  
City, State & Zip

407.328.1097  
Daytime Telephone number

FILED  
00 OCT 24 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

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

10-24  
10/24/00

## Articles of Incorporation of Roti Shack, Inc.

The undersigned are natural persons of the age of 18 or more, and are competent to form a corporation for profit under Chapter 607 of the Florida Statutes.

### Article I. Name

The name of the corporation shall be Roti Shack, Inc., (hereinafter referred to as the "Corporation").

### Article II. Principle Office

The Principle Office of the Corporation shall be 4260 Rocky Ridge Place, Sanford, FL, 32773, and the mailing address of this office shall be the same.

### Article III. Purpose

The Corporation is organized and formed to engage in any lawful activity for which corporations can be organized under the laws of the United States of America and of the State of Florida.

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable laws or by these Articles of Incorporation.

### Article IV. Number of Shares

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 40,000 shares of common stock, each share having a par value of one United States dollar (\$1.00).

### Article V. Initial Directors/Officers

The initial Board of Directors of the Corporation shall be as follows:

<u>Name</u>	<u>Address</u>
Theresa Crutchfield	4260 Rocky Ridge Place, Sanford, FL 32773
Richard Crutchfield	4260 Rocky Ridge Place, Sanford, FL 32773
John McDonald	3262 Taos Court, Orlando, FL 32829
Gretchen McDonald	3262 Taos Court, Orlando, FL 32829

The initial Officers of the Corporation shall be as follows:

<u>Office</u>	<u>Name</u>
President:	Theresa Crutchfield
Secretary:	Theresa Crutchfield
Treasurer:	Theresa Crutchfield

whose address shall be as listed above as a Director of the Corporation.

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00 OCT 24 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **Article VI. Registered Agent/Office**

The name and Florida street address of the Registered Agent of the Corporation shall be:

Theresa Crutchfield  
4260 Rocky Ridge Place  
Sanford, FL 32773

## **Article VII. Incorporator**

The name and address of the Incorporator shall be as follows:

Theresa G. Crutchfield  
4260 Rocky Ridge Place  
Sanford, FL 32773

## **Article VIII. Effective Date and Duration**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida. The duration of the Corporation to which they apply is perpetual.

## **Article IX. Corporate Capitalization**

### ***Section 9.01 Issuance of Additional Shares***

The Board of Directors of the Corporation may authorize the issuance of shares of stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations as may be set forth in the bylaws of the corporation and the applicable laws of the United States and the State of Florida.

### ***Section 9.02 Preemptive Rights***

The preemptive rights of shareholders to acquire additional shares of stock shall be as follows: No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature. However, the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with the issuance.

### ***Section 9.03 Reclassification of Shares***

The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock by setting or changing preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

## **Article X. Corporation Purchase of Its Own Shares**

All shares of stock of the Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principle office of the Corporation.

## **Article XI. Registered Owner(s)**

The Corporation, to the extent permitted by law, shall be entitled to consider the person(s) in whose name any share(s) or right(s) are registered on the books of the Corporation as the owner(s) of the Corporation. Except as may be agreed to in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to or interest in such share(s) or right(s) on the part of any other person, whether or not the Corporation shall have notice thereof.

## **Article XII. Bylaw Amendments**

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation. Any such making, alteration, amendment, or repeal of the Bylaws shall require an affirmative vote of a number of Director(s) equal to the majority of the full board of Director(s) at the time such action is taken.

## **Article XIII. Cumulative Voting for Directors**

There shall be no cumulative voting for Director(s).

## **Article XIV. Board Vacancies**

Any vacancy on the Board of Directors may be filled by a regular or special election of the shareholders of the corporation.

## **Article XV. Indemnification**

The Corporation shall have the power to indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or serves at the request of the Corporation as a directory, officer, employee, or agent, or as a partnership, joint venture, trust or other enterprise, and their respective heirs, administrators, personal representatives, successors, and assigns. Indemnification specifically provided by Chapter 607 of the Florida Statutes shall not be deemed exclusive of any other rights to which such directory, officer, employee, or agent may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

## **Article XVI. Limitation of Personal Liability**

No Director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, except that this provision shall not apply to: (a) Any breach of the director's duty of loyalty to the Corporation or its shareholders; (b) Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) Any distribution which is unlawful; (d) Any transaction from which the director derived an improper personal benefit; or (e) Any act or omission occurring prior to the date on which these Articles of Incorporation are filed with the Secretary of State.

## **Article XVII. Amendment**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

FILED  
00 OCT 24 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

**Acceptance of the Registered Agent  
Designated in the Articles of Incorporation**

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Theresa Cretchfield      10/19/08  
Signature of Registered Agent      Date

**Declaration of the Incorporator**

The undersigned Incorporator declares under penalty of perjury that he/she has examined the foregoing Articles of Incorporation and that to the best of his/her knowledge and believes, the information contained therein is true, correct, and complete.

Theresa Cretchfield      10/19/08  
Signature of Incorporator      Date