

P08000037913

APR-14-2008 11:53 MCCARTHY SUMMERS 772 283 1803 P.01

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000096311 3)))



H080000963113ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6381

RECEIVED APR 14 2008

From: Account Name : MCCARTHY, SUMMERS, BOBKO, WOOD, SAWYER & PERRY, P.A.  
Account Number : I19990000170  
Phone : (772) 286-1700  
Fax Number : (772) 283-1803

Effective Date  
04-15-08

FLORIDA PROFIT/NON PROFIT CORPORATION

HMM Restaurants, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 APR 14 AM 10:38

APPROVED  
AND  
FILED

Electronic Filing Menu

Corporate Filing Menu

Help

# McCarthy, Summers, Bobko, Wood, Sawyer & Perry, P.A.

Attorneys at Law

Kathryn C. Bass  
Christine Bialczak  
Noel A. Bobko  
Rene S. Iosco  
Terence P. McCarthy\*\*  
Kenneth A. Norman  
Steven L. Perry  
Vincent P. Rollo, Jr.  
Thomas R. Sawyer\*\*  
Rose D. Schneider  
Owen Schultz  
Robert P. Summers\*\*  
Patricia I. Taylor  
Steven J. Wood\*\*\*

2400 S.E. Federal Highway  
Fourth Floor  
Stuart, FL 34994  
  
Tel 772 286-1700  
Fax 772 283-1803

Nicola Jaye Boone\*  
Of Counsel

E-Mail: [info@mcsumm.com](mailto:info@mcsumm.com)  
[www.McCarthySummers.com](http://www.McCarthySummers.com)  
Personal Email: [klm@mcsumm.com](mailto:klm@mcsumm.com)

\*Board Certified Elder Law Lawyer  
\*\*Board Certified Real Estate Lawyer  
\*\*\*Board Certified Wills, Trusts & Estates Lawyer

April 14, 2008

H08000096311

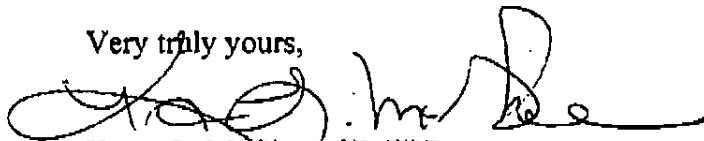
Florida Department of State  
Division of Corporations  
The Capitol  
P.O. Box 6327  
Tallahassee, Florida 32399-0250

Re: **Articles of Incorporation for HMM Restaurants, Inc.**

Ladies and Gentlemen:

With reference to the above company, enclosed please find Articles of Incorporation for filing. Kindly fax to the undersigned proof of filing same. Thank you.

Very truly yours,



Karen L. McGhee, CP, FRP  
Certified Paralegal

/klm

Enclosure

H08000096311

H08000096311

**ARTICLES OF INCORPORATION  
OF  
HMM RESTAURANTS, INC.**

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE 1  
NAME**

Effective Date

04-15-08

The name of this Corporation is HMM RESTAURANTS, INC.

**ARTICLE 2  
ADDRESS OF PRINCIPAL OFFICE**

The address of the corporation's principal office (or mailing address) is:

4483 SE Village Road  
Stuart, FL 34997

**ARTICLE 3  
DURATION AND EFFECTIVE DATE**

The duration of this Corporation is perpetual, unless dissolved according to law.

The effective date of this incorporation shall be April 15, 2008.

**ARTICLE 4  
PURPOSE**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE 5  
STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 shares of Class A Common stock at One Dollar (\$1.00) par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares

APPROVED  
AND  
FILED  
08 APR 14 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**H08000096311**

of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

**ARTICLE 6  
AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

**ARTICLE 7  
SHAREHOLDER RIGHTS**

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

**ARTICLE 8  
QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

**ARTICLE 9  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of this Corporation's initial registered office in Florida is 2400 S. E. Federal Highway, Fourth Floor, Stuart, Florida 34994, and the name of its initial registered agent at that address is Kenneth A. Norman.

**ARTICLE 10  
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall

**H08000096311**

have at least one member initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

The name(s) and address(es) of the members of the initial Board of Directors are as follows:

Gerardo Hinojosa  
4483 SE Village Road  
Stuart, FL 34997

Maryann Markarian  
4483 SE Village Road  
Stuart, FL 34997

Carolyn McMahon  
4483 SE Village Road  
Stuart, FL 34997

**ARTICLE 11  
INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Kenneth A. Norman	2400 S. E. Federal Highway, Fourth Floor Stuart, Florida 34994

**ARTICLE 12  
COMMON DIRECTOR - TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

**H08000096311**

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

**ARTICLE 13  
BY-LAWS**

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

**ARTICLE 14  
EMERGENCY BY-LAWS**

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the shareholders as well as the directors.

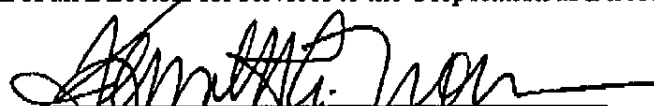
**ARTICLE 15  
SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

15.1 No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

15.2 The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

15.3 The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.

  
Kenneth A. Norman, Incorporator

