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Articles of Incorporation

Filed 6-2-56

9 pgs.

A 93606

SOUTH FLORIDA RESTAURANT,
INC.

A 93606

FILED IN OFFICE SECRETARY
OF STATE, STATE OF FLORIDA,
on June 2, 1956 m LH

R. A. GRAY
SECRETARY OF STATE

THOMAS H. WAKEFIELD
ATTORNEY AT LAW
SUITE 603 AINSLEY BUILDING
MIAMI 32, FLORIDA

DOMESTIC SERVICE	
Check the class of service desired; otherwise this message will be sent as a full rate telegram	
FULL RATE TELEGRAM	
DAY LETTER	
NIGHT LETTER	

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WESTERN UNION

W. P. MARSHALL, PRESIDENT

1206 10-51

INTERNATIONAL SERVICE	
Check the class of service desired; otherwise the message will be sent at the full rate	
FULL RATE	
LETTER TELEGRAM	
SHIP RADIOGRAM	

NO. WDS.-CL. OF SVC.	PD. OR COLL.	CASH NO.	CHARGE TO THE ACCOUNT OF	TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Tallahassee, Florida
June 2, 1956

Honorable Thomas H. Wakefield
Suite 609 Ainsley Building
Miami 32, Florida

CERTIFICATE OF INCORPORATION OF
SOUTH FLORIDA RESTAURANT, INC., FILED TODAY.

R. A. GRAY
SECRETARY OF STATE

COLLECT

LAW OFFICES
THOMAS H. WAKEFIELD
SUITE 408 AINSLEY BUILDING
MIAMI 32, FLORIDA

May 25, 1956

Hon. R. A. Gray
Secretary of State
Tallahassee, Florida

Re: South Florida Restaurant, Inc.

Dear Sir:

Enclosed is a Certificate of Incorporation for the above named company, which I will appreciate your having properly filed, and also enclosed is a conformed copy thereof. Please certify the conformed copy as being a correct copy of the one on file in your office.

Enclosed also is my check covering the following expenses:

Franchise Tax	$10.00
Filing and Indexing	5.00
Certified Copy	3.00
Resident Agency Fee	1.00
Total	$19.00

Please return the certified copy to this office and advise by wire, collect, when this charter has been filed.

Very truly yours,

Thomas H. Wakefield

THW:pkw
Enclosure

C. TAX	10.00
FILING	5.00
R. AGENT FEE	1.00
C. COPY	3.00
TOTAL	19.00
R. BANK	19.00
BALANCE DUE	
REFUND	

CERTIFICATE OF INCORPORATION

OF

SOUTH FLORIDA RESTAURANT, INC.

APPROVED AND FILED

R. A. Gray

We, the undersigned, desiring to organize a corporation under the provisions of Chapter 608 of the Florida Statutes, and all Acts amendatory thereto, hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida a Certificate of Incorporation as follows:

RECEIVED JUL 2 AM 11:22 OF STATE FLORIDA

I.

The name of the corporation shall be:

SOUTH FLORIDA RESTAURANT, INC.

II.

The general nature of the business or businesses to be transacted by said corporation shall be to do any or all of the things mentioned herein as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

1. To own, conduct, operate, maintain and carry on a general restaurant and cafeteria business in the city of Miami, state of Florida, and at such other place or places as may be determined upon by the board of directors of this corporation.

2. To operate as a food and gift shop, and as a lunch room and eating place, and to do any and all things necessary to own and operate said business.

3. To introduce, erect, provide, maintain, operate, lease, purchase, acquire, hold, enjoy and dispose of by sale, lease or otherwise in any town, city or borough in the United States, coffee houses, restaurants, inns, eating houses, taverns or places of entertainments and refreshment, with power to contract with towns, cities or boroughs, or any municipal corporation or other corporation or body politic, or any person or persons, and to make and execute any and all agreements for the rental of such coffee houses, restaurants, inns, eating houses, taverns or places of entertainment and refreshment in said United States; to construct, own, purchase, maintain, operate, sell, lease, or dispose of any such property, and to have power to purchase and hold in fee simple or otherwise such real estate as may be necessary for carrying on the business of the said corporation.

4. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and personal property of every class and description.

5. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of the corporation.

6. To purchase, lease, hire or otherwise acquire, to hold, own, exchange, maintain, improve, alter, sell, convey, mortgage, or otherwise dispose of real estate, either improved or unimproved, and any interest or right therein, in or out of this State, and in such place or places in the several States and territories of the United States, the District of Columbia, colonial possessions or territorial acquisitions of the United States and in foreign countries, as shall be found necessary and convenient from time to time for the lawful purposes of the corporation.

7. To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, stores, offices, warehouses, docks, wharves, piers, mills, shops, factories and plants, and any and all other structures which may at any time be necessary, useful or advantageous for the purposes of the corporation.

8. To purchase, lease, build, construct, maintain, occupy and manage and control, directly or through ownership of stock in any corporation, any and all kinds of structures, works, improvements and facilities for the accommodation, amusement and entertainment of the public and individuals.

9. To undertake or aid, and to carry out, any financial plans, arrangements, enterprises or transactions whatsoever, that may lawfully be undertaken, or carried out, by individuals and which may be necessary to the conduct of the business of the corporation.

10. To purchase or otherwise acquire, directly or through ownership of stock in any corporation, all or any part of the business, good will, rights, property and assets of all kinds of any corporation, association, partnership or individual, and to pay for the same in cash, with the stock of this corporation, bonds, or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased; or to conduct in any lawful manner the whole or any part of the business so acquired, provided such business is within the authorization of the said Chapter 608, Florida Statutes 1953, and any Acts amendatory thereto, and to exercise all the powers necessary or convenient in and about the conducting and management of such business.

11. To subscribe for, purchase or otherwise acquire and to sell, exchange, pledge or otherwise dispose of and deal with bonds, debentures, notes and other securities issued by any governmental state, county or other public authority or by any one or more persons, firms or corporations, and to guarantee and become surety with respect to the same and any obligations therein contained.

12. To offer for public or private subscription the securities, including stock, bonds, and other obligations which the corporation is authorized to acquire, and otherwise to establish, promote and aid in establishing and promoting any corporation, association, undertaking or public or private body.

13. To aid in any manner any corporation, association or individual of which any bonds or other securities or evidence of indebtedness, or stock, are held by this corporation, and to do any act or thing designed to protect, preserve, improve, or enhance the value of any securities, or other property in which this corporation is interested, financially or otherwise.

Without in any particular limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation shall have power in carrying on its business for the purpose of the accomplishment of any of the purposes or attainment of any of the objects hereinabove mentioned, to make and perform contracts of every kind and description, and to do all and any other acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law. But it is expressly provided that nothing in this certificate contained shall confer upon the corporation any power requiring the exercise of the right of eminent domain.

III.

The amount of capital stock authorized shall be Fifty (50) shares of common stock without nominal or par value.

IV.

The amount of capital with which the corporation will begin business shall be Five Hundred Dollars ($500.00).

V.

The corporation shall have perpetual existence.

VI.

The post office address of the principal office of the corporation until further order of the board of directors shall be 3090 N. W. 36th Street, Miami, Florida.

VII.

The number of its directors shall be not less than three (3) nor more than five (5) to be fixed from time to time by the by-laws of the corporation.

VIII.

The names and post office addresses of the members of the first board of directors, the president, the vice president, the secretary and the treasurer, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

Name	Office	Post Office Address
Thomas H. Wakefield	President and Director	609 Ainsley Building Miami 32, Florida
William W. Muir	Vice President and Director	609 Ainsley Building Miami 32, Florida
Helen Eckhoff	Secretary and Treasurer and Director	609 Ainsley Building Miami 32, Florida

IX.

The name and post office address of each subscriber of these articles of incorporation and a statement of the number of shares of stock which each agrees to take are as follows:

Name	Post Office Address	Number of Shares
Thomas H. Wakefield	609 Ainsley Building Miami 32, Florida	1 - $170.00
William W. Muir	609 Ainsley Building Miami 32, Florida	1 - $170.00
Helen Eckhoff	609 Ainsley Building Miami 32, Florida	1 - $170.00

Each of the above shares shall be subscribed and paid for at the rate of $170.00 per share. The aggregate amount of said subscribed for shares shall not be less than the said sum of Five Hundred Dollars ($500.00).

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals this 25th day of May, A. D., 1956.

Thomas H. Wakefield (SEAL)

William W. Muir (SEAL)

Helen Eckhoff (SEAL)

STATE OF FLORIDA)
SS
COUNTY OF DADE)

Before me, the undersigned authority, a Notary Public for the State of Florida at Large, this day personally appeared THOMAS H. WAKEFIELD, WILLIAM W. MUIR and HELEN ECKHOFF, each to me well known and known to me to be the identical individuals described in and who executed the foregoing proposed Certificate of Incorporation, and they each acknowledged before me that they signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, in said County and State, this 25th day of May, A. D., 1956.

Reynell M. Rainey
Notary Public, State of Florida at Large

My Commission expires:
Notary Public, State of Florida at large
My commission expires Sept. 18, 1959
Bonded by American Surety Co. of N. Y.