

N000000007324

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

FILED  
00 NOV -2 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- CONFRERIE DE LA CHAINE DES ROTISSEURS BAILLAGE DE PINELLAS GULF COAST

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

RECEIVED  
00 NOV -2 PM 1:22  
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Examiner's Initials

6  
11-2

**ARTICLES OF INCORPORATION**  
**OF**  
**CONFRERIE DE LA CHAINE DES ROTISSEURS**  
**BAILLAGE DE PINELLAS GULF COAST, INC.**

**FILED**  
00 NOV -2 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE I - NAME**

The name of the Corporation shall be **CONFRERIE DE LA CHAINE DES ROTISSEURS BAILLAGE DE PINELLAS GULF COAST, INC.**

**ARTICLE II - NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida and the Internal Revenue Code. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its stockholders, members, trustees or officers, except to the extent permitted by all applicable laws.

**ARTICLE III - PURPOSE AND POWERS**

Section 1. The purposes for which the Corporation is organized are exclusively charitable, scientific, and educational within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. These activities shall include, but not be limited to:

- (a) to promote, foster and encourage the culinary arts and particularly the techniques of cooking by spit, rotisserie, barbecue, broiling and grilling; and
- (b) to collect and disseminate information with respect to the preparation and serving of foods and the enjoyment, tasting and understanding of wines and distilled spirits; and
- (c) to encourage educational institutions to teach all phases of the culinary arts, enology and viticulture; and
- (d) to promote and be involved in all other purposes for which nonprofit corporations may be organized under the laws of this State.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue law.

Section 3. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court in and for Pinellas County, Florida which is the county where the

Corporation's principal office is located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE IV - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

#### **ARTICLE V - PRINCIPAL OFFICE OF CORPORATION**

The principal office of the Corporation shall be 17120 Gulf Boulevard, North Redington Beach, Florida 33708.

#### **ARTICLE VI - MAILING ADDRESS OF CORPORATION**

The mailing address of the Corporation shall be 17120 Gulf Boulevard, North Redington Beach, Florida 33708.

#### **ARTICLE VII - REGISTERED OFFICE AND AGENT**

Section 1. The street address of the initial registered office of the Corporation shall be 17120 Gulf Boulevard, North Redington Beach, Florida 33708.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **Carl M. Hall**.

#### **ARTICLE VIII - CAPITAL STOCK**

There shall be authorized to be issued by the Corporation one thousand (1,000) shares of stock which each share having no par value. Each share issued shall entitle the holder thereof to one vote. No dividends shall be paid and no part of the income of the Corporation shall be distributed to its shareholders, directors or officers. The qualifications and procedures for membership shall be regulated by the Bylaws of the Corporation.

#### **ARTICLE IX - BOARD OF DIRECTORS**

Section 1. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The initial number of the Board of Directors of the Corporation shall be five (5), provided however, that such number may be changed as provided for in the Bylaws of the Corporation.

Section 2. The initial Board of Directors of the Corporation shall consist of five (5) Directors whose name and address is as follows:

<u>Name</u>	<u>Address</u>
Carl M. Hall	17120 Gulf Boulevard North Redington Beach, Florida 33708
Richard J. McCrory	540 Fourth Street North St. Petersburg, Florida 33701
Frank Proctor	460 Harbor Drive North Indian Rocks Beach, Florida 33785

Karl Riedl

148 Marina Plaza  
Dunedin, Florida 34698

Ernest L. Mascara

The Kress Building, Suite M-8  
475 Central Avenue  
St. Petersburg, Florida 33701

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than three (3).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

#### **ARTICLE X - BYLAWS**

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

#### **ARTICLE XI - AMENDMENTS**

Section 1. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon stockholders, trustees and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

#### **ARTICLE XII - OFFICERS**

Section 1. The officers of the Corporation shall be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

##### Office

President  
Vice Presidents

Secretary  
Treasurer

##### Name

Carl M. Hall  
Ernest L. Mascara, Frank Proctor, Karl Riedl,  
Richard J. McCrory, and Morris Love  
Ernest L. Mascara  
Morris Love

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws, and shall serve until their successors are chosen and qualify.

Section 4. The officers shall have such duties, responsibilities, and powers as provided by the Bylaws.

#### **ARTICLE XIII - INCORPORATORS**

The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Carl M. Hall	17120 Gulf Boulevard North Redington Beach, Florida 33708
Richard J. McCrory	540 Fourth Street North St. Petersburg, Florida 33701
Ernest L. Mascara	The Kress Building, Suite M-8 475 Central Avenue St. Petersburg, Florida 33701

#### **ARTICLE XIV - MEMBERS**

The Corporation will have members. The qualifications of membership and obligations of the members are set forth in the Bylaws of the Corporation.

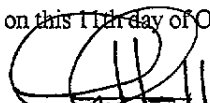
#### **ARTICLE XV - INDEMNIFICATION**

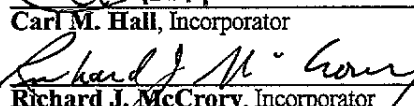
The Corporation shall be authorized to indemnify each officer, director or trustee, including former officers, directors and trustees to the full extent permitted by the laws of the State of Florida. Indemnification provisions shall be included in the Bylaws adopted by the Corporation.

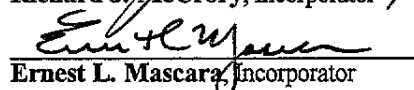
#### **ARTICLE XVI - DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, trustee, shareholder or member thereof, or to the benefit of any private individual.

**IN WITNESS WHEREOF**, for purposes of forming a nonprofit corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 11th day of October, 2000.

  
\_\_\_\_\_  
Carl M. Hall, Incorporator

  
\_\_\_\_\_  
Richard J. McCrory, Incorporator

  
\_\_\_\_\_  
Ernest L. Mascara, Incorporator

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is:

**CONFRERIE DE LA CHAINE DES ROTISSEURS**  
**BAILLAGE DE PINELLAS GULF COAST, INC.**

2. The name and address of the registered agent and office is:

**Carl M. Hall**  
17120 Gulf Boulevard  
North Redington Beach, Florida 33768

SIGNATURE: \_\_\_\_\_

**Carl M. Hall**

TITLE: Incorporator

DATE: October 11, 2000

**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.**

SIGNATURE: \_\_\_\_\_

**Carl M. Hall**

DATE: October 11, 2000

**FILED**  
00 NOV -2 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA