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FLORIDA NON-PROFIT CORPORATION

MOE'S TAMPA BAY ADVERTISING COOPERATIVE, INC.

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ARTICLES OF INCORPORATION
OF
MOE'S TAMPA BAY ADVERTISING COOPERATIVE, INC.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

MOE'S TAMPA BAY ADVERTISING COOPERATIVE, INC.

ARTICLE 2

Principal Office

The initial principal office of this corporation shall be located at 2025 E. 7th Ave., Tampa, Florida 33605, which office may be changed from time to time by action of the Board of Directors.

ARTICLE 3

Purposes

The purposes for which this corporation is formed are to foster and promote the interests of the franchisees and operators of Moe's Southwest Grills in the Tampa Bay area and any lawful purpose associated therewith.

ARTICLE 4

Members

The initial members of this corporation shall be Raving Fans Restaurant Group, LLC, Blue Shore, LLC and GCF Ventures, LLC, and the qualifications, rights and activities of such members shall be specified in the Bylaws of the Corporation.

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ARTICLE 5

Duration

The date when corporate existence will commence is February 25, 2005 in accordance with the provisions of Section 617.0203(1) of the Act. Thereafter, this corporation shall have perpetual existence.

ARTICLE 6

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2909 Bay to Bay Blvd., Suite 309, Tampa, Florida 33629, and the initial registered agent of this corporation at such office shall be Thomas P. McNamara. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Thomas P. McNamara	2909 Bay to Bay Blvd., Ste. 309 Tampa, FL 33629

ARTICLE 8

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the bylaws of this corporation and by officers who shall be elected by the Board of Directors. The officers thus to be elected shall be a president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of this corporation. The number shall not be

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less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

ARTICLE 9

Limitation on Activities

No part of the net earnings of the corporation will inure to the benefit of, or be distributable to, any member, Director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), except that the members at the time of dissolution or final liquidation will be entitled to share in the distribution of any of the remaining corporate assets.

ARTICLE 10

Bylaws

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE 11

Indemnification

The corporation will indemnify any member, director or officer or any former member, director or officer, to the fullest extent provided by law.

ARTICLE 12

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

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DATED this 25th day of February, 2005.


THOMAS P. MCNAMARA

MOE'S TAMPA BAY ADVERTISING COOPERATIVE, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Thomas P. McNamara, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under applicable law.

DATED this 25th day of February, 2005.


THOMAS P. MCNAMARA

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