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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/29/16



February 4, 2016

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

Re: Tampa Bay Fondue Dining Marketing Cooperative, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for the \$70.00 Filing Fee.

Please direct any correspondence or questions to:

Bud Culp
7886 Woodland Center Boulevard
Tampa, FL 33614
813-425-6224
bculp@frontburnerbrands.com

Sincerely,

The Melting Pot Restaurants, Inc.

A handwritten signature in black ink, appearing to read 'Bud Culp', is written over a horizontal line.

By: Bud Culp

Enclosures

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TALLAHASSEE, FL 32314

**ARTICLES OF INCORPORATION
OF
TAMPA BAY FONDUE DINING MARKETING COOPERATIVE, INC.**

The undersigned, acting as the incorporator(s), adopts these Articles of Incorporation and forms a not-for-profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act"), as follows:

**I.
Name**

The name of the Corporation is Tampa Bay Fondue Dining Marketing Cooperative, Inc.

**II.
Term of Existence**

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida. The Corporation will have perpetual existence thereafter.

**III.
Purposes**

The purposes for which the Corporation is formed are to: (a) establish, maintain, administer and operate the promotional and marketing cooperative fund of THE MELTING POT® Restaurants within the geographic area assigned by The Melting Pot Restaurants, Inc. or its successor (the "Franchisor") (the "Fund"); (b) utilize contributions made to the Fund (the "Contributions") for its members; and (c) accomplish all purposes associated with furthering the objectives of the Corporation and enhancing and collecting contributions.

**IV.
Membership**

There are only 2 classes of members of the Corporation, voting members and non-voting members.

(a) **Voting Members**: The voting members will consist of all of the owners of franchised THE MELTING POT® Restaurants located in the cooperative area (the "Cooperative Area"), as the Cooperative Area may be modified from time to time in accordance with the Bylaws, who have entered into franchise agreements with the Franchisor and continue to be a party to them. A member will hold one membership for every operating THE MELTING POT® Restaurant in good standing within the Cooperative Area and will have the voting rights, as well as the obligation for assessments and contributions, for each associated membership. Otherwise, the qualifications, rights and activities of voting members will be as provided in the Bylaws.

(b) **Non-Voting Members**: The Franchisor will always constitute a member of the Corporation, but will not have voting rights by virtue of this status. However, to the extent the Franchisor owns THE MELTING POT® Restaurants within the Cooperative Area, it will constitute a voting member to the same extent as any other members that are franchisees. Thus, if the Franchisor owns 2 THE MELTING POT® Restaurants within the Cooperative Area, then it will have 2 voting memberships, in addition to its non-voting membership. As a non-voting member, the Franchisor will not be required to make any Contributions to the Corporation. This section can only be changed with the written consent of the Franchisor.

**V.
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: (a) that the member at the time of dissolution or final liquidation will be entitled to share in the distribution of any of the remaining corporate assets; and (b) to the extent that the member (or its affiliates) own or operated restaurants as part of THE MELTING POT® franchise system. Nothing in these Articles restricts the Corporation from reimbursing the member for funds furnished or loaned or for services performed.

**VI.
Dissolution**

Upon dissolution of this Corporation, or the final liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining may be distributed only in accordance with the rules governing the Fund; provided, however, that nothing contained in this Article will be construed to prevent a distribution from the net assets of the Corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the Corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

**VII.
Principal Office**

The principal office and mailing address of the Corporation is 7886 Woodland Center Blvd., Tampa, Florida 33614.

**IX.
Directors**

The Corporation will have 3 directors initially. Each voting member will also be a director, or if the member is not an individual, then a person who owns a majority interest in each voting member (or who is chosen by a person or persons who own a majority interest in such voting member) will be a director. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

| <u>Name</u> | <u>Address</u> |
|----------------------------------|---|
| Bob Johnston (St. Petersburg) | 7886 Woodland Center Blvd. Tampa, FL 33614 |
| Mark Johnston (Carrollwood) | 8810 Twin Lakes Blvd. Tampa, FL 33614 |
| Mike Lester (Sarasota) | 7886 Woodland Center Blvd. Tampa, FL 33614 |

**X.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Front Burner Brands, Inc., 7886 Woodland Center Blvd., Tampa, Florida 33614, and the name of its initial registered agent at such address is Bud Culp.

**XI.
Incorporator**

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

Name

Bud Culp

Address

7886 Woodland Center Blvd.
Tampa, FL 323614

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**XII.
Bylaws**

The power to adopt, alter, amend or repeal Bylaws will be vested in the Corporation's Board of Directors. However, the Bylaws and any amendments, modifications or restatement of them will not be valid unless previously approved by the Franchisor.


**XIII.
Indemnification**

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

**XIV.
Amendment**


These Articles of Incorporation may be amended in the manner provided by law, except that no amendment may be made to these Articles of Incorporation: (a) that will eliminate the right of the Franchisor to be a non-voting member; (b) require the Franchisor to pay contributions by virtue of such non-voting membership; (c) limit the Franchisor's rights otherwise than in accordance with Article IV; or (d) without the Franchisor's written consent.

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


Bud Culp, Registered Agent

2.4.16
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Dept. of State constitutes a third degree felony as provided in s.817.155, F.S.


Bud Culp, Incorporator

2.4.16
Date