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January 19, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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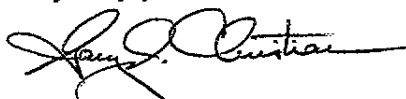
RE: JAX LEE'S CO-OP, INC.

Dear Sir or Madam:

I am enclosing herewith for filing the original and one copy of the Articles of Incorporation for **JAX LEE'S CO-OP, INC., a not for profit corporation**, together with our check in the amount of \$78.75 for the filing fee and certified copy of the Articles.

Please contact me if you have any questions. Thank you for your cooperation in this regard.

Very truly yours,



Gary I. Christian

GIC:dtm

Enclosures

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

Gary I. Christian GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Effective Date  
DATE 1-28-99  
DOC. EXAM 178

1-28-99  
WS

**ARTICLES OF INCORPORATION  
OF  
JAX LEE'S CO-OP, INC.**

**A FLORIDA NOT-FOR-PROFIT CORPORATION**

This is a not-for-profit corporation organized pursuant to the Florida Corporation Not for Profit Law set forth in Chapter 617 of the Florida Statutes, as amended.

**ARTICLE I - NAME**

The name of this Corporation is:

**Jax Lee's Co-op Inc.**

**ARTICLE II - INITIAL PRINCIPAL OFFICE**

The initial principal office of this Corporation is:

3161 St. Johns Bluff Road South  
Suite 2  
Jacksonville, FL 32246

**ARTICLE III - DURATION**

This Corporation is to commence its corporate existence on January 14, 1999. This Corporation shall exist perpetually.

**ARTICLE IV - PURPOSE**

A. Subject to action by the Board of Directors of the Corporation, and subsequent approval by the Internal Revenue Service, this Corporation may be formed pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and subject to approval by the Internal Revenue Service, shall operate in such a manner as will qualify it as a tax exempt organization thereunder.

B. This Corporation is organized solely and exclusively for the purpose of forming a cooperative trade association to foster and promote the interests of the franchisees and operators of Lee's Famous Recipe Restaurants in the Jacksonville, Florida area by conducting advertising and promotional campaigns and to engage in such other activities as the members deem to be in their best interests.

**ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent and the street address of the initial registered agent of this Corporation is:

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Stephen J. Eckhardt  
3161 St. Johns Bluff Road South  
Suite 2  
Jacksonville, FL 32246

**ARTICLE VI - MEMBERSHIP**

The qualifications for members and the manner of their admission shall be regulated by the Bylaws of the Corporation, as amended from time to time.

**ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors. 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 number of Directors of the Corporation and their manner of election shall be as designated in the Bylaws of the Corporation.

B. The names and addresses of the initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stephen J. Eckhardt	3957 Jebb Island Cir. E. Jacksonville, FL 32224
Scott J. Eckhardt	3957 Jebb Island Cir. E. Jacksonville, FL 32224
George Garcia	8700 Southside Blvd., Apt. 1309 Jacksonville, FL 32256

**ARTICLE VIII - EARNINGS AND ACTIVITIES OF CORPORATION**

A. No part of the net earnings of the Corporation. shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. No part of the activities of the Corporation shall include the publishing or distribution of statements or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to a de minimis degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

#### ARTICLE IX - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purpose set out in Article IV hereof, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or to the benefit of any private individual.

#### ARTICLE X - DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively in furtherance of the purpose of the Corporation, or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine.

#### ARTICLE XI - AMENDMENT

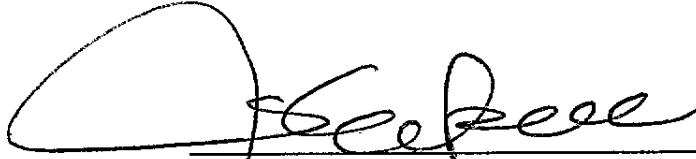
These Articles of Incorporation may be repealed, altered or amended, and new provisions adopted, by a simple majority vote (greater than 50%) of the members present at any regular meeting of the members or at any special meeting of the members called for that purpose at which a quorum is present.

#### ARTICLE XII - INCORPORATOR

The name and address of the person signing these Articles is:

Stephen J. Eckhardt  
3957 Jebb Island Circle East  
Jacksonville, Florida 32246

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this \_\_\_\_\_ day of January, 1999.

  
\_\_\_\_\_  
Stephen J. Eckhardt

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**


Pursuant to Section 48.091 and 617.0501, Florida Statutes, the following is submitted:

**Jax Lee's Co-op Inc.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its agent to accept service of process within this State:

Stephen J. Eckhardt  
3161 St. Johns Bluff Road South  
Suite 2  
Jacksonville, FL 32246

**ACKNOWLEDGEMENT:**

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.

  
\_\_\_\_\_  
Stephen J. Eckhardt

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