

ARMISTEAD W. ELLIS, JR.

ATTORNEY AT LAW
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DAYTONA BEACH, FLORIDA 32115
(904) 255-2433

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

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-07/17/00--01116--007
*****70.00 *****70.00

Re: Articles of Incorporation for Panheads Pub, Inc.

Dear Sir/Madam:

Enclosed please find original and one copy of the Articles of Incorporation for Panheads Pub, Inc. and Designation of Registered Agent together with a check in the sum of \$70.00 for filing.

Thank you for your attention to this matter.

Sincerely yours,

Armistead W. Ellis, Jr.

Armistead W. Ellis, Jr.

AWE:jjjs
enclosure

SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 JUL 17 AM 11:45

FILED

7/21

**ARTICLES OF INCORPORATION
OF
PANHEADS PUB, INC.**

FILED
00 JUL 17 AM 11:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, a natural person over the age of eighteen (18) and subscriber to these Articles of Incorporation under the laws of the State of Florida, hereby presents the Articles for the further formation of a corporation under the Corporation Act, and other laws of the State of Florida.

1. **Name.** The name of the corporation is **PANHEADS PUB, INC.**

2. **Nature of Business.** The general nature of the business to be transacted by the corporation is the business of a restaurant and beer & wine bar. In addition the corporation may from time to time;

(a) to engage in every phase and aspect of the business of a restaurant and bar;

(b) to invest the funds of the corporation in real estate, mortgages, stocks, bonds or other type of investment, and to own real and personal property necessary for the conduct of its business;

(c) to do everything necessary and proper for the accomplishment of any of the purposes, or the attaining of any of the objectives, or the furtherance of any purpose enumerated in these Articles of Incorporation, or any amendment thereof necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of objectives of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation

otherwise permitted by law.

3. **Capital Stock.** The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value.

4. **Term of Existence.** The corporation is to exist perpetually from the date accepted for filing by the Secretary of State for Florida.

5. **Address.** The street address of the corporation and the initial registered agent is 1130 Ridgewood Avenue, Holly Hill, FL 32117 and the name of the initial registered agent is Phil J. Arcieri.

6. **Directors.** The business of the Corporation shall be managed by its board of directors. The number of Directors constituting the entire Board shall not be less than one and subject to such minimum may be increased or decreased from time to time by amendment to the By-Laws in a manner not prohibited by law. Until so changed the number shall be two (3).

7. **Initial Directors.** The name and street address of the members of the first Board of directors is:

Phil J. Arcieri, 1130 Ridgewood Avenue, Holly Hill, FL 32117
Michele Cassesse, 1130 Ridgewood Avenue, Holly Hill, FL 32117
Debra R. Randall, 1130 Ridgewood Avenue, Holly Hill, FL

8. **Subscribers.** The names and addresses of the persons signing the Articles of Incorporation as subscribers are:

Phil J. Arcieri, 1130 Ridgewood Avenue, Holly Hill, FL

9. **Voting Trusts.** No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares unless said voting trust shall be executed by all persons then holding stock in the corporation.

10. **Contracts.** No contract or other transaction between the Corporation and any other

corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction which any firm, person, or corporation shall be an interested party in shall be affected by the fact that any director of the corporation is a party to or in any way connected with such person, firm or corporation, and every person who may become a director of the Corporation is hereby relieved of and from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

11. **Removal of Directors.** The shareholders of this Corporation shall be entitled to remove any director from office during his term.

12. **Restraint on Alienation of Shares.** The shareholders of the corporation shall have the power to include in the By-Laws, adopted by two-thirds majority of the stockholders of the Corporation, any regulation or restrictive provisions regarding the proposed sale, transfer, or other disposition of any outstanding shares of the Corporation by any of its shareholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulation or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of the shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose.

13. **Additional Corporate Powers.** In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein stated, the Corporation shall have all of the following powers;

(a) to enter into, or become a partner in any arrangement for sharing profits, union of interest, or cooperation in joint venture, or otherwise, with any person, firm or corporation for the purpose of conducting any legal business;

(b) at its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase;

(c) at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with By-Laws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

14. **Amendments.** These Articles of Incorporation may be amended in the manner provided for by law. Every amendment shall be approved by the board of directors, proposed by them, to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

15. **By-Laws.** The power to adopt, alter, amend or repeal By-Laws shall be vested in the board of directors and the shareholders.

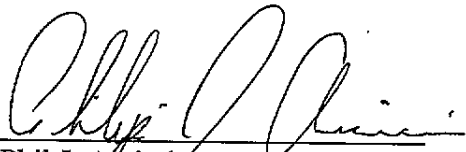
16. **Calling of Special Meetings.** Special meetings of shareholders may be called by a majority of the shareholders, a majority of the board of Directors, President or Vice President of the Corporation.

17. **Meetings By Conference Telephone.** Members of the Board of directors may participate in meetings of the board of Directors by means of conference telephone as provided by law.

18. **Action By Directors Without a Meeting.** The Directors of this Corporation may take action by written consent, as provided by law.

19. **Indemnification.** The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the subscriber has executed these Articles of Incorporation this 11 day of July, 2000.

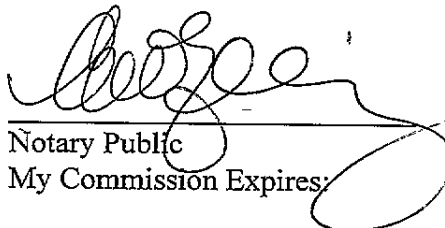

Phil J. Arcieri

STATE OF FLORIDA
COUNTY OF VOLUSIA

I, A.W. Ellis Jr., a notary public in and for said State and County, do hereby certify that Phil J. Arcieri, whose name is signed to the foregoing instrument and who is ☒ personally known to me and/or ☐ identified with the following picture identification _____ and acknowledged before me that on this day that, being informed of

the contents of such instrument, that the instrument was executed voluntarily and is true based upon personal knowledge, information and belief.

GIVEN under my hand and seal this 11th day of July, 2000.



Notary Public
My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
ARMISTEAD W. ELLIS, JR.
COMMISSION # CC750182
EXPIRES 6/19/2002
BONDED THRU ASA 1-888-NOTARY1

DESIGNATION OF REGISTERED AGENT FOR
PANHEADS PUB, INC.

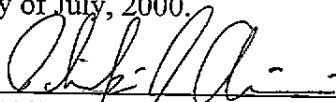
The street address of the initial registered agent of the corporation is 1130 Ridgewood Avenue, Holly Hill, FL 32117 and the name of the initial registered agent of the corporation at that address is Phil J. Arcieri.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned having been designated as Agent for the Service of Process within the State of Florida upon **PANHEADS PUB, INC.** does hereby accept appointment as such agent for the above named corporation.

The location of the office of the corporation is 1130 Ridgewood Avenue, Holly Hill, FL 32117.

IN WITNESS WHEREOF, the name and seal of the Registered Agent is hereby affixed at Volusia County, Florida this the 11 day of July, 2000.

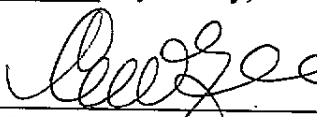


Phil J. Arcieri

STATE OF FLORIDA
COUNTY OF VOLUSIA

I, A. W. Ellis Jr., a notary public in and for said State and County, do hereby certify that Phil J. Arcieri, whose name is signed to the foregoing instrument and who is ☒ personally known to me and/or ☐ identified with the following picture identification _____ and acknowledged before me that on this day that, being informed of the contents of such instrument, that the instrument was executed voluntarily and is true based upon personal knowledge, information and belief.

GIVEN under my hand and seal this 11th day of July, 2000.



Notary Public
My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
ARMISTEAD W. ELLIS, JR.
COMMISSION # CC750152
EXPIRES 6/19/2002
BONDED THRU ASA 1-888-NOTARY1

FILED
00 JUL 17 AM 11:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA