

Division of Corporations

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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

R-PLACE, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION**

The undersigned **ELLSWORTH HELM**, desires to become a body corporate and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

**ARTICLE I**

The name of this corporation shall be:

**R-PLACE, INC.**

**ARTICLE II**

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

**ARTICLE III**

The purposes for which this corporation is organized is and will be conducted are:

- (a) to establish and carry on a restaurant and lounge business, and
- (b) to carry on any other business as may be necessary, convenient or desirable to accomplish the above purposes, and to do all other things which are not forbidden by law or by these articles of incorporation.

**ARTICLE IV**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000 shares of common stock with a par value of \$1.00 per share,

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which common stock shall be divided into voting and nonvoting shares as follows:

<u>Vote</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Voting	1,000	\$1.00
Non-voting	1,000	\$1.00

There shall be no distinction between shares other than the voting privilege as shown above. The consideration to be paid for each share shall be fixed by the Board of Directors.

#### ARTICLE V

The street address of this corporation's principal office, and the initial registered office of the corporation, is 108 44th Avenue East, Bradenton, Florida. The mailing address of the corporation is 108 44th Avenue East, Bradenton, Florida 34203. The name of this corporation's initial registered agent at such address is **ELLSWORTH HELM**. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

#### ARTICLE VI

The number of Directors constituting the initial Board of Directors shall be four. The Board of Directors shall consist of not less than three nor more than seven members, and the number of members of the Board of Directors may be fixed from time-to-time by the bylaws of the corporation, but until so fixed shall consist of four persons. The names and addresses of the members of the initial Board of Directors are as follows:

**ELLSWORTH HELM**  
6410 Forrester Drive  
Bradenton, Florida 34202

**KELLY HELM**  
6410 Forrester Drive  
Bradenton, Florida 34202

**FRANK PARROTT**  
5516 41st Street East  
Bradenton, Florida 34203

**SHERRY HAWKINS**  
5516 41st Street East  
Bradenton, Florida 34203

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ARTICLE VII

The name and address of the sole incorporator is as follows:

**ELLSWORTH HELM**  
6410 Forrester Drive  
Bradenton, Florida 34202

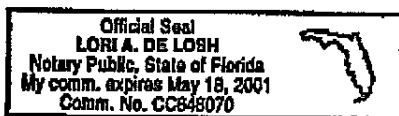
IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that he is of full age, is competent to contract and is a citizen of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and accordingly I have hereunto set my hand and seal this 14<sup>th</sup> day of February, 2001.

 (SEAL)  
ELLSWORTH HELM


STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 19th day of January, 2001, by ELLSWORTH HELM, who O is personally known to me; or ~~X~~ produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or O produced the following identification:

\_\_\_\_\_, and O has O has not taken an oath.



(Affix Notary Seal)

  
Notary Public, State of Florida at Large  
My Commission Expires: \_\_\_\_\_  
My Commission No.: \_\_\_\_\_

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**ACCEPTANCE OF REGISTERED AGENT**

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as  
registered agent for R-PLACE, INC., a Florida corporation.

  
\_\_\_\_\_

ELLSWORTH HELM

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