

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO10000024786

Galloway Diner, Inc.

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- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

FILED
01 MAR -9 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 MAR -9 AM 10:42
DIVISION OF CORPORATION

Signature

Requested by:

Name SS Date 3/9/01 Time 10:20

Walk-In Will Pick Up

ARTICLES OF INCORPORATION

OF

GALLOWAY DINER, INC.

FILED
01 MAR -9 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is GALLOWAY DINER, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Articles of Incorporation originally filed or new shares created by amendment thereto, shall have the right to purchase his pro rata share thereof at the same price and under the same terms at which it is offered to others.

ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

ARTICLE VI. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. PRINCIPAL PLACE OF BUSINESS

The address of the principal office and mailing address of the corporation is 7000 S.W. 87th Avenue, Miami, Florida 33173.

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation in the State of Florida is 10671 N. Kendall Drive, Miami, Florida 33176. The Board of Directors may, from time to time, move the registered office to any other address.

The name of the initial Registered Agent of this corporation is Michael J. Getelman, P.A. whose address is located at 10671 N. Kendall Drive, Miami, Florida 33176.

ARTICLE X. DIRECTORS

This corporation shall have two (2) Director(s) initially.

The number of Directors may be increased or diminished, from time to time, by the By-laws adopted by the stockholders but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the corporation, as a Director or Officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his/her being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him/her as a Director or Officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provided that the fact that he/she is so interested

shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

ARTICLE XI. INITIAL OFFICERS AND DIRECTORS

The names and post office addresses of the initial Directors and Officers of the corporation are:

STAMATIOS KATSOUFIS President/Director	16701 South Dixie Highway Miami, Florida 33157
TERESA KATSOUFIS Secretary/Director	16701 South Dixie Highway Miami, Florida 33157

ARTICLE XII. SUBSCRIBER

The names and post office addresses of the Subscribers to these Articles of Incorporation are STAMATIOS KATSOUFIS, 16701 South Dixie Highway, Miami Florida 33157 and TERESA KATSOUFIS, 16701 South Dixie Highway, Miami, Florida 33157.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board

of Directors, proposed by it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set their hands and seals and has acknowledged and filed in the Office of the Secretary of the State of Florida as Subscriber of GALLOWAY DINER, INC. this 8 day of March, 2001.

S. Katsoufis

STAMATIOS KATSOUFIS
Corporate Subscriber

Teresa Katsoufis

TERESA KATSOUFIS
Corporate Subscriber

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this state and county above named to take acknowledgments personally appeared STAMATIOS KATSOUFIS and TERESA KATSOUFIS who are personally known to me to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation for GALLOWAY DINER, INC., and who did take the oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 8th day of March, 2001.

[Signature]
NOTARY PUBLIC
State of Florida at Large



Michael J. Getelman
MY COMMISSION # CC664813 EXPIRES
November 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state naming the agent upon which process may be served and names and addresses of the officers and directors of GALLOWAY DINER, INC.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

GALLOWAY DINER, INC. a corporation organized (or organizing) under the laws of the State of Florida with its registered office located at 10671 N. Kendall Drive, Miami, Dade County, Florida 33176, has named Michael J. Getelman, P.A. as its agent to accept service of process within this state.

OFFICERS & DIRECTORS:

SPECIFIC ADDRESS:

STAMATIOS KATSOUFIS
President/Director

16701 South Dixie Highway
Miami, Florida 33157

S. Katsoufis
STAMATIOS KATSOUFIS
Corporate Subscriber

TERESA KATSOUFIS

16701 South Dixie Highway
Miami, Florida 33157

Secretary/Director

T. Katsoufis
TERESA KATSOUFIS
Corporate Subscriber

ACCEPTANCE:

I agree as Resident Agent of GALLOWAY DINER, INC. to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law.

MICHAEL J. GETELMAN, P.A.

By: *[Signature]*
Michael J. Getelman, President

FILED
01 MAR -9 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA