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July 17, 2001

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Stuart Avenue Grille, Inc.

**PO10000070158**

**Filing Evidence**

☐ Plain/Confirmation Copy

☒ Certified Copy

**Retrieval Request**

☐ Photocopy

☐ Certified Copy

**Type of Document**

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include  
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other **900004480679--3**

-07/17/01--01026--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

**FILED**  
JUL 17 AM 11:00  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
RECEIVED  
JUL 17 AM 9:59  
2001  
TO AVOID DELAY  
IN FILING  
SUFFICIENCY OF FILING

gr/17

**ARTICLES OF INCORPORATION  
OF  
STUART AVENUE GRILLE, INC.**  
(a corporation for profit)

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this corporation is **STUART AVENUE GRILLE, INC.**

**ARTICLE II  
DURATION**

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE III  
PURPOSES AND POWERS**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

**ARTICLE IV  
AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is **Five Thousand (5,000) shares** of common stock. Such shares shall consist of one class only and shall have a par value of \$1.00 per share.

**ARTICLE V  
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the corporation shall initially be 229 Stuart Ave., Lake Wales, Florida 33859.

**FILED**  
01 JUL 17 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is 229 Stuart Ave., Lake Wales, FL 33859 and the name of its initial registered agent at that office is David Marshall.

**ARTICLE VII**  
**MANAGEMENT OF THE CORPORATION'S AFFAIRS**

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

**ARTICLE VIII**  
**OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

**ARTICLE IX**  
**INITIAL OFFICERS**

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President:	David Marshall
Secretary:	Richard L. Busbee
Treasurer:	David Marshall
Vice President:	Richard L. Busbee

## **ARTICLE X**

### **BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be three. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

David Marshall  
229 Stuart Avenue  
Lake Wales, FL 33853

Richard L. Busbee  
229 Stuart Avenue  
Lake Wales, FL 33853

## **ARTICLE XI**

### **NAMES AND ADDRESSES OF INCORPORATORS**

The name and address of the incorporator of this corporation is as follows:

David Marshall  
229 Stuart Avenue  
Lake Wales, FL 33853

## **ARTICLE XII**

### **BYLAWS**

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

## **ARTICLE XIII**

### **MEETINGS OF THE SHAREHOLDERS**

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

**ARTICLE XIV**  
**QUORUM AT SHAREHOLDERS' MEETING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

**ARTICLE XV**  
**AMENDMENT OF ARTICLES**

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 13<sup>th</sup> day of July, 2001.

Signed, sealed and delivered  
in the presence of:

Angela D. Lee  
Print Name: Angela D. Lee

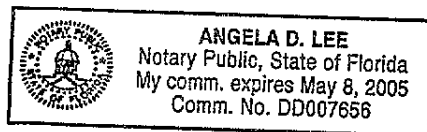
E. Blake Paul  
Print Name: E. Blake Paul

David Marshall  
**DAVID MARSHALL**  
as incorporator

**STATE OF FLORIDA**

**COUNTY OF POLK**

The foregoing Articles of Incorporation was acknowledged before me this 13<sup>th</sup> day of July, 2001 by **DAVID MARSHALL**, who is personally known to me or who has produced a drivers license as identification.



Angela D. Lee  
Notary Name: Angela D. Lee  
State of Florida  
My Commission Expires:

## ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: 7/13, 2001

  
DAVID MARSHALL

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