

**CAPITAL CONNECTION, INC.**

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

P01000093121

Georgio's Pizzeria, Inc.

FILED  
01 SEP 24 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature

Requested by: CD 9-24-01 11:00  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
GEORGIO'S PIZZERIA, INC.**

**FILED**  
01 SEP 24 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together, for the purpose of becoming a corporation, operating for profit by and under the provisions of the Statutes of the State of Florida appertaining and providing for the formation, liabilities, rights, privileges and immunities of a corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

**ARTICLE I**

The name of this corporation shall be **GEORGIO'S PIZZERIA, INC.**

**ARTICLE II**

The general nature of the business or businesses to be transacted by this corporation shall be the operation of a restaurant and all matters related thereto.

1. To take, acquire, buy, hold, own, maintain, work, develop, sell, lease, convey, mortgage, hypothecate, exchange, improve and otherwise deal in and dispose of real and personal property or any interest or rights therein; to buy, sell, assign, convey, satisfy, release and cancel liens upon personal and real property; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, stocks, bonds, debentures and other negotiable instruments of whatsoever nature and to secure the same by mortgage or otherwise on property, real and personal.

2. To borrow money and contract debts necessary for the transaction of the business of the corporation, or for the exercise of its corporation rights, privileges and franchises or for any other lawful purpose; to issue bonds, promissory notes, stock, bills of exchange, debentures and other

obligations and the evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time or for any of the other objects of this business, and generally transact business concerning the same.

3. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stocks and bonds in other corporations.

4. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and foreign countries without restriction as to place or amount.

5. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, contracts, patents, patent rights, licenses, inventions, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporations, domestic or foreign.

6. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation and any amendment thereof necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business or acts necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation, whether or not such business or acts are similar in nature to the purposes and objects set forth herein and any amendment hereof.

The foregoing paragraph shall be construed as enumerating both objects and powers of this corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers

shall not be held to limit or restrict in any manner the powers of this corporation and this corporation shall enjoy all the rights, privileges and immunities of a corporation operating for profit under and prescribed by the laws of the State of Florida appertaining to such corporations.

### **ARTICLE III**

The amount of Capital Stock authorized shall consist of one thousand (1000 ) shares of common voting stock having a par value of One Dollar (\$1.00) per share. All of the authorized stock of this corporation shall be fully paid and non-assessable upon issue, and all such stock may be issued or disposed of for such consideration payable in cash, property, real or personal or mixed, labor and services, at a just valuation to be fixed by the Board of Directors of this corporation. The directors of this corporation, in any legal meeting, are authorized to issue and dispose of all or any part of the authorized stock of this corporation for such consideration aforesaid, at a valuation as the directors thereof deem equitable.

### **ARTICLE IV**

The amount of capital with which this corporation will begin business is One Hundred and No/100 (\$100.00) Dollars.

### **ARTICLE V**

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

### **ARTICLE VI**

The principal place of business of said corporation in the State of Florida is: 4304 14<sup>th</sup> Street West, Bradenton, Manatee County, Florida. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

### **ARTICLE VII**

This corporation shall have two (2) directors initially. The number of directors of this corporation may be increased or decreased from time to time by the Bylaws of this corporation, but

the number of directors shall never be less than one (1) nor more than three (3).

#### **ARTICLE VIII**

The names and post office addresses of the first Board of Directors officers of this corporation who shall hold office for the first year of the existence of this corporation or until their successors are elected, and the respective offices which they will hold, are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>OFFICE</u></b>
<b>GEORGE KOSMAS</b>	<b>4304 14<sup>th</sup> Street West Bradenton, Florida 34205</b>	<b>President/Treasurer</b>
<b>PETER D. POULOS</b>	<b>2930 Virginia Lane Glenview, Illinois 66025</b>	<b>Vice President/Secretary</b>

#### **ARTICLE IX**

The name and post office address of each shareholder of these Articles of Incorporation, and the statement of the number of shares and class of stock of each said shareholder is as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>SHARES</u></b>	<b><u>VALUE</u></b>
<b>GEORGE KOSMAS</b>	<b>4304 14<sup>th</sup> Street West Bradenton, Florida 34205</b>	<b>50</b>	<b>\$ 50.00</b>
<b>PETER D. POULOS</b>	<b>2930 Virginia Lane Glenview, Illinois 66025</b>	<b>50</b>	<b>\$ 50.00</b>

#### **ARTICLE X**

These Articles of Incorporation may be amended in a manner provided therefor by the laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the voting stockholders of this corporation. Any question or motion or action of the voting stockholders of this corporation shall be decided by a majority vote of the stock entitled to vote

thereon. The Bylaws of this corporation shall be promulgated, adopted, amended, changed or deleted by the voting stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors and the directors thereof shall be elected at the annual meeting of the voting stockholders of this corporation. No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office or being a director or agent of this corporation. Vacancies in the officers and directors of this corporation shall be filled as prescribed in the Bylaws of this corporation. This corporation shall have and enjoy all of the rights, privileges and immunities of a corporation operating for profit under the laws of the State of Florida appertaining thereto at the time of the incorporation hereof and any amendments thereto. The number and nature of the offices in this corporation subsequent to the initial offices may be increased, deleted or changed by the Bylaws of this corporation in keeping with the laws of the State of Florida appertaining thereto. Any action taken by the corporation may be ratified by a writing signed by all of the voting stockholders, thereby dispensing with the formalities of special and annual meetings of the stockholders and directors.

#### **ARTICLE XI**

The street address of the initial registered office of this corporation is: 1400 4<sup>th</sup> Avenue West, Bradenton, Florida 343205, and the name of the initial registered agent of this corporation is **V. William Kaklis, Esq.**

IN WITNESS WHEREOF, the undersigned, each a natural person competent to contract, being the original subscribers of the capital stock of this corporation, as hereinabove set forth, and in pursuance of the laws of the State of Florida appertaining to the formation of a corporation for profit, do now subscribe, acknowledge and file these Articles of Incorporation, hereby declaring that the matters herein stated are true and they do respectively agree to take the number of shares of stock for the value of the consideration above set forth, and do accordingly set their hands and seals this 21<sup>st</sup> day of September, 2001.

Signed, Sealed and Delivered  
In the Presence Of:

*Sarah Metzger*

*George Kosmas* (SEAL)  
GEORGE KOSMAS

*George Kosmas*  
As to the signature of  
George Kosmas


SUBSCRIBER

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared **GEORGE KOSMAS**, subscriber, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He is personally known to me or produced a N/A as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 20<sup>th</sup> day of September, 2001.

*V. William Kaklis*  
Notary Public

V. WILLIAM KAKLIS  
MY COMMISSION # CC 866743  
EXPIRES: November 10, 2003  
Bonded Thru Notary Public Underwriters

**CERTIFICATE OF REGISTERED OFFICE  
AND DESIGNATION OF REGISTERED AGENT**

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of **GEORGIO'S PIZZERIA, INC.**, a corporation duly organized and existing under the laws of the State of Florida is: 4304 14<sup>th</sup> Street West, Bradenton, Florida 34205.

2. The Registered Office of this corporation is: 1400 4<sup>th</sup> Avenue West, Bradenton, Florida 34205.

3. The Registered Agent of this corporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
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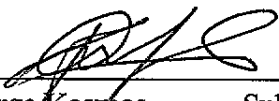
<b>V. WILLIAM KAKLIS, ESQ.</b>	<b>Kaklis, Venable, Witt &amp; Hoyle, P.A. 1400 4<sup>th</sup> Avenue West Bradenton, Florida 34205</b>
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5. The name and address of each subscriber to these Articles of Incorporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
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<b>GEORGE KOSMAS</b>	<b>4304 14<sup>th</sup> Street West Bradenton, Florida 34205</b>
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**GEORGIO'S PIZZERIA, INC.**

By:   
George Kosmas                      Subscriber



**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**

**OF**

**GEORGIO'S PIZZERIA, INC.**

Having been named a registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: \_\_\_\_\_

9/21/01



\_\_\_\_\_  
V. WILLIAM KAKLIS  
Registered Agent

**FILED**  
01 SEP 24 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA