

P02000021745

TRANSMITTAL LETTER

FILED
02 FEB 22 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: 2nd Generation Bar and Grill, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

700004990577--4
-02/22/02--01032--017
*****70.00 *****70.00

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: 2nd Generation Bar and Grill, Inc.
Gene Miller Name (Printed or typed)

3450 NE Linda Drive
Address

Jensen Beach, FL 34957
City, State & Zip

561-232-1960
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

2nd Generation Bar and Grill, Inc.

FILED
02 FEB 22 PM 4:22
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be 2nd Generation Bar and Grill, Inc.

ARTICLE II: NATURE OF BUSINESS

The corporation may engage in business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Thousand (2,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Two Thousand (\$2,000.00) Dollars.

ARTICLE V: BEGINNING OF CORPORATE EXISTENCE AND TERM OF EXISTENCE

The date when corporate existence begins shall be the date of filing of these Articles, and this Corporation shall exist perpetually.

ARTICLE VI: ADDRESS

The initial street address of the principal office of this Corporation in the State of Florida is 3450 N.E. Linda Drive, Jensen Beach, Florida 34957. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII: DIRECTORS

This Corporation shall have Three (3) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1) or more than five (5).

ARTICLE VIII: INITIAL DIRECTORS

The names and post offices and street addresses of the members of the First Board of Directors are:

Mary R. Baraley
3450 N.E. Linda Drive
Jensen beach, Florida 34957

Gene Miller
3450 N.E. Linda Drive
Jensen Beach, Florida 34957

Michele R. Miller
3450 N.E. Linda Drive
Jensen Beach, Florida 34957

ARTICLE IX: SUBSCRIBERS

The names and post offices and street addresses of each subscriber to these Articles of Incorporation are:

Mary R. Baraley
3450 N.E. Linda Drive
Jensen beach, Florida 34957

Gene Miller
3450 N.E. Linda Drive
Jensen Beach, Florida 34957

Michele R. Miller
3450 N.E. Linda Drive
Jensen Beach, Florida 34957

ARTICLE X: AMENDMENT

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 them to stockholders, and approved at a 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.

ARTICLE XI: MISCELLANEOUS PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its stockholders and Directors, are hereby adopted as a part of these Articles of Incorporation:

- a. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the corporation except as conferred by a Statute or authorized by the Board of Directors, or by a resolution of the stockholders.
- b. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this Corporation.
- c. The Directors may prescribe a method or methods for replacement of lost certificates, and to prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

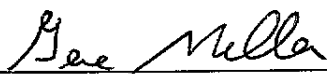
- d. The Corporation shall have the power to include in its By-Laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders. The manner and form, as well as all relevant terms, conditions and details thereof shall be determined by the stockholders of this Corporation; provided, however, that no such regulatory or restrictive provisions shall affect the rights of third parties, without actual knowledge thereof, unless such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.
- e. No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer or are Directors or Officers of such other Corporation, and any Director or Directors, individually or jointly may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or Corporation in which he may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company.

ARTICLE XII: DESIGNATION OF AGENT AND PLACE FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, this Corporation designates Gene Miller as Registered Agent for services of process within the State of Florida.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Martin County, Florida, this 14th day of February, 2002.

I hereby am familiar with and accept the duties and responsibilities of Registered Agent for 2nd Generation Bar and Grill, Inc.


Incorporator & Registered Agent
Gene Miller
3450 N.E. Linda Drive
Jensen Beach, Florida 34957

FILED
02 FEB 22 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA